

AMERICAN INTERNATIONAL GROUP INC
Form 10-Q
November 03, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2011

Commission File Number 1-8787

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

180 Maiden Lane, New York, New York

(Address of principal executive offices)

13-2592361

(I.R.S. Employer
Identification No.)

10038

(Zip Code)

Registrant's telephone number, including area code: (212) 770-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2011, there were 1,899,224,304 shares outstanding of the registrant's common stock.

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American International Group, Inc.

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American International Group, Inc.

PART I FINANCIAL INFORMATION**Item 1. Financial Statements****Consolidated Balance Sheet (unaudited)**

<i>(in millions, except for share data)</i>	September 30, 2011	December 31, 2010
Assets:		
Investments:		
Fixed maturity securities:		
Bonds available for sale, at fair value (amortized cost: 2011 \$246,390; 2010 \$220,669)	\$ 259,829	\$ 228,302
Bond trading securities, at fair value	24,654	26,182
Equity securities:		
Common and preferred stock available for sale, at fair value (cost: 2011 \$1,790; 2010 \$2,571)	3,209	4,581
Common and preferred stock trading, at fair value	148	6,652
Mortgage and other loans receivable, net of allowance (portion measured at fair value: 2011 \$104; 2010 \$143)	19,279	20,237
Flight equipment primarily under operating leases, net of accumulated depreciation	35,758	38,510
Other invested assets (portion measured at fair value: 2011 \$20,631; 2010 \$21,356)	41,131	42,210
Short-term investments (portion measured at fair value: 2011 \$7,536; 2010 \$23,860)	29,098	43,738
Total investments	413,106	410,412
Cash	1,542	1,558
Accrued investment income	3,206	2,960
Premiums and other receivables, net of allowance	15,590	15,713
Reinsurance assets, net of allowance	30,411	25,810
Deferred policy acquisition costs	14,192	14,668
Derivative assets, at fair value	4,746	5,917
Other assets, including restricted cash of \$3,824 in 2011 and \$30,232 in 2010 (portion measured at fair value: 2011 \$0; 2010 \$14)	13,352	44,520
Separate account assets, at fair value	48,112	54,432
Assets held for sale	-	107,453
Total assets	\$ 544,257	\$ 683,443
Liabilities:		
Liability for unpaid claims and claims adjustment expense	\$ 93,782	\$ 91,151
Unearned premiums	25,951	23,803
Future policy benefits for life and accident and health insurance contracts	33,600	31,268
Policyholder contract deposits (portion measured at fair value: 2011 \$1,362; 2010 \$445)	125,955	121,373
Other policyholder funds	6,655	6,758
Current and deferred income taxes	1,612	2,369
Derivative liabilities, at fair value	5,066	5,735
Other liabilities (portion measured at fair value: 2011 \$1,268; 2010 \$2,619)	29,925	29,108
Federal Reserve Bank of New York credit facility (see Note 1)	-	20,985
Other long-term debt (portion measured at fair value: 2011 \$11,239; 2010 \$12,143)	77,389	85,476
Separate account liabilities	48,112	54,432
Liabilities held for sale	-	97,312
Total liabilities	448,047	569,770
Commitments, contingencies and guarantees (see Note 11)		
Redeemable noncontrolling interests (see Notes 1 and 16):		
Nonvoting, callable, junior preferred interests held by Department of the Treasury	9,303	-
Other	105	434

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Total redeemable noncontrolling interests	9,408	434
AIG shareholders' equity (see Note 1):		
Preferred stock		
Series E; \$5.00 par value; shares issued: 2011 0; 2010 400,000, at aggregate liquidation value	-	41,605
Series F; \$5.00 par value; shares issued: 2011 0; 2010 300,000, aggregate liquidation value: \$7,543	-	7,378
Series C; \$5.00 par value; shares issued: 2011 0; 2010 100,000, aggregate liquidation value: \$0.5	-	23,000
Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2011 1,905,882,207; 2010 147,124,067	4,764	368
Treasury stock, at cost; 2011 6,672,586; 2010 6,660,908 shares of common stock	(872)	(873)
Additional paid-in capital	81,776	9,683
Accumulated deficit	(5,466)	(3,466)
Accumulated other comprehensive income	5,829	7,624
Total AIG shareholders' equity	86,031	85,319
Non-redeemable noncontrolling interests (see Note 1):		
Nonvoting, callable, junior and senior preferred interests held by Federal Reserve Bank of New York	-	26,358
Other (including \$204 associated with businesses held for sale in 2010)	771	1,562
Total non-redeemable noncontrolling interests	771	27,920
Total equity	86,802	113,239
Total liabilities and equity	\$ 544,257	\$ 683,443

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Operations *(unaudited)*

<i>(dollars in millions, except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues:				
Premiums	\$ 9,829	\$ 11,966	\$ 29,209	\$ 33,953
Policy fees	658	673	2,024	1,978
Net investment income	128	5,231	10,161	15,472
Net realized capital gains (losses):				
Total other-than-temporary impairments on available for sale securities	(493)	(459)	(892)	(1,397)
Portion of other-than-temporary impairments on available for sale fixed maturity securities recognized in Accumulated other comprehensive income	71	(345)	130	(595)
Net other-than-temporary impairments on available for sale securities recognized in net loss	(422)	(804)	(762)	(1,992)
Other realized capital gains	834	143	589	510
Total net realized capital gains (losses)	412	(661)	(173)	(1,482)
Aircraft leasing revenue	1,129	1,186	3,419	3,609
Other income	560	1,060	2,188	2,794
Total revenues	12,716	19,455	46,828	56,324
Benefits, claims and expenses:				
Policyholder benefits and claims incurred	8,333	10,050	25,378	27,386
Interest credited to policyholder account balances	1,134	1,125	3,349	3,361
Amortization of deferred acquisition costs	2,490	1,994	5,992	5,983
Other acquisition and insurance expenses	1,214	1,933	4,418	5,247
Interest expense	945	2,310	2,974	5,795
Aircraft leasing expenses	2,093	1,031	3,390	2,671
Loss on extinguishment of debt (see Note 1)	-	-	3,392	-
Net (gain) loss on sale of properties and divested businesses	2	(4)	76	(126)
Other expenses	863	710	1,791	2,559
Total benefits, claims and expenses	17,074	19,149	50,760	52,876
Income (loss) from continuing operations before income tax expense (benefit)				
	(4,358)	306	(3,932)	3,448
Income tax expense (benefit)	(634)	486	(1,122)	1,044

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Income (loss) from continuing operations	(3,724)	(180)	(2,810)	2,404
Income (loss) from discontinued operations, net of income tax expense (benefit) (see Note 4)	(221)	(1,833)	1,395	(4,101)
Net loss	(3,945)	(2,013)	(1,415)	(1,697)
Less:				
Net income from continuing operations attributable to noncontrolling interests:				
Nonvoting, callable, junior and senior preferred interests	145	388	538	1,415
Other	19	104	28	243
Total net income from continuing operations attributable to noncontrolling interests	164	492	566	1,658
Net income from discontinued operations attributable to noncontrolling interests	-	12	19	35
Total net income attributable to noncontrolling interests	164	504	585	1,693
Net loss attributable to AIG	\$ (4,109)	\$ (2,517)	\$ (2,000)	\$ (3,390)
Net loss attributable to AIG common shareholders	\$ (4,109)	\$ (2,517)	\$ (2,812)	\$ (686)
Loss per common share attributable to AIG common shareholders:				
Basic:				
Income (loss) from continuing operations	\$ (2.05)	\$ (4.95)	\$ (2.37)	\$ 1.11
Income (loss) from discontinued operations	\$ (0.11)	\$ (13.58)	\$ 0.78	\$ (6.16)
Diluted:				
Income (loss) from continuing operations	\$ (2.05)	\$ (4.95)	\$ (2.37)	\$ 1.11
Income (loss) from discontinued operations	\$ (0.11)	\$ (13.58)	\$ 0.78	\$ (6.16)
Weighted average shares outstanding:				
Basic	1,899,500,628	135,879,125	1,765,905,779	135,788,053
Diluted	1,899,500,628	135,879,125	1,765,905,779	135,855,328

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Comprehensive Income (Loss) (unaudited)

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net loss	\$ (3,945)	\$ (2,013)	\$ (1,415)	\$ (1,697)
Other comprehensive income (loss), net of tax				
Change in unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken	(184)	197	105	999
Change in unrealized appreciation (depreciation) of all other investments	(2,074)	7,831	(959)	12,156
Change in foreign currency translation adjustments	(716)	876	(1,006)	(150)
Change in net derivative gains (losses) arising from cash flow hedging activities	(57)	2	14	63
Change in retirement plan liabilities adjustment	(339)	(404)	(190)	(310)
Other comprehensive income (loss)	(3,370)	8,502	(2,036)	12,758
Comprehensive income (loss)	(7,315)	6,489	(3,451)	11,061
Comprehensive income attributable to noncontrolling nonvoting, callable, junior and senior preferred interests	145	388	538	1,415
Comprehensive income (loss) attributable to other noncontrolling interests	(87)	379	(106)	385
Total comprehensive income attributable to noncontrolling interests	58	767	432	1,800
Comprehensive income (loss) attributable to AIG	\$ (7,373)	\$ 5,722	\$ (3,883)	\$ 9,261

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Cash Flows (unaudited)

Nine Months Ended September 30,

(in millions)

	2011	2010
Cash flows from operating activities:		
Net loss	\$ (1,415)	\$ (1,697)
(Income) loss from discontinued operations	(1,395)	4,101
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Noncash revenues, expenses, gains and losses included in loss:		
Net gains on sales of securities available for sale and other assets	(1,207)	(1,943)
Net (gains) losses on sales of divested businesses	76	(126)
Loss on extinguishment of debt	3,392	-
Unrealized losses in earnings net	1,044	737
Equity in income from equity method investments, net of dividends or distributions	(1,042)	(592)
Depreciation and other amortization	7,452	7,791
Provision for mortgage and other loans receivable	(12)	376
Impairments of assets	3,052	3,775
Amortization of costs and accrued interest and fees related to FRBNY Credit Facility	48	2,762
Changes in operating assets and liabilities:		
General and life insurance reserves	4,190	3,729
Premiums and other receivables and payables net	686	(606)
Reinsurance assets and funds held under reinsurance treaties	(4,258)	(2,124)
Capitalization of deferred policy acquisition costs	(5,856)	(6,627)
Other policyholder funds	(267)	339
Current and deferred income taxes net	(1,764)	260
Trading securities	197	542
Payment of FRBNY Credit Facility accrued compounded interest and fees	(6,363)	-
Other, net	(1,011)	(1,728)
Total adjustments	(1,643)	6,565
Net cash provided by (used in) operating activities continuing operations	(4,453)	8,969
Net cash provided by operating activities discontinued operations	3,370	6,146
Net cash provided by (used in) operating activities	(1,083)	15,115
Cash flows from investing activities:		
Proceeds from (payments for)		
Sales of available for sale investments	33,063	33,951
Maturities of fixed maturity securities available for sale and hybrid investments	15,021	10,651
Sales of trading securities	9,105	5,080
Sales or distributions of other invested assets (including flight equipment)	6,539	7,609
Sales of divested businesses, net	587	1,903
Principal payments received on and sales of mortgage and other loans receivable	2,515	3,723
Purchases of available for sale investments	(69,598)	(60,770)
Purchases of trading securities	(960)	(2,285)
Purchases of other invested assets (including flight equipment)	(5,351)	(6,265)
Mortgage and other loans receivable issued and purchased	(1,735)	(2,295)
Net change in restricted cash	26,408	(339)
Net change in short-term investments	15,410	4,988
Net change in derivative assets and liabilities other than AIGFP	864	186
Other, net	(318)	(400)
Net cash provided by (used in) investing activities continuing operations	31,550	(4,263)
Net cash provided by (used in) investing activities discontinued operations	4,478	(3,264)

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Net cash provided by (used in) investing activities	36,028	(7,527)
Cash flows from financing activities:		
Proceeds from (payments for)		
Policyholder contract deposits	13,907	14,719
Policyholder contract withdrawals	(10,538)	(11,120)
Net change in short-term debt	(234)	(5,855)
Federal Reserve Bank of New York credit facility borrowings	-	14,900
Federal Reserve Bank of New York credit facility repayments	(14,622)	(18,512)
Issuance of other long-term debt	6,297	9,683
Repayments of other long-term debt	(14,944)	(10,481)
Proceeds from drawdown on the Department of the Treasury Commitment	20,292	2,199
Repayment of Department of the Treasury SPV Preferred Interests	(11,453)	-
Repayment of Federal Reserve Bank of New York SPV Preferred Interests	(26,432)	-
Issuance of Common Stock	5,055	-
Acquisition of noncontrolling interest	(683)	-
Other, net	(147)	(376)
Net cash used in financing activities continuing operations	(33,502)	(4,843)
Net cash used in financing activities discontinued operations	(1,942)	(3,929)
Net cash used in financing activities	(35,444)	(8,772)
Effect of exchange rate changes on cash	37	(4)
Net decrease in cash	(462)	(1,188)
Cash at beginning of period	1,558	4,400
Change in cash of businesses held for sale	446	(1,544)
Cash at end of period	\$ 1,542	\$ 1,668

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

Consolidated Statement of Equity (unaudited)

Nine Months
Ended
September 30,
2011

<i>(in millions)</i>	Preferred Stock	Common Stock	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total AIG Share- holders' Equity	Non- redeemable non- controlling Interests	Total Equity
Balance, beginning of year	\$ 71,983	\$ 368	\$ (873)	\$ 9,683	\$ (3,466)	\$ 7,624	\$ 85,319	\$ 27,920	\$ 113,239
Series F drawdown	20,292	-	-	-	-	-	20,292	-	20,292
Repurchase of SPV preferred interests in connection with Recapitalization*	-	-	-	-	-	-	-	(26,432)	(26,432)
Exchange of consideration for preferred stock in connection with Recapitalization*	(92,275)	4,138	-	67,460	-	-	(20,677)	-	(20,677)
Common stock issued	-	250	-	2,636	-	-	2,886	-	2,886
Settlement of equity unit stock purchase contracts	-	9	-	2,160	-	-	2,169	-	2,169
Net income (loss) attributable to AIG or other noncontrolling interests	-	-	-	-	(2,000)	-	(2,000)	51	(1,949)
Net loss attributable to noncontrolling nonvoting, callable, junior and senior preferred interests	-	-	-	-	-	-	-	74	74
Other comprehensive loss	-	-	-	-	-	(1,883)	(1,883)	(153)	(2,036)
Acquisition of noncontrolling interest	-	-	-	(160)	-	88	(72)	(487)	(559)
Net decrease due to deconsolidation	-	-	-	-	-	-	-	(123)	(123)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	93	93
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(127)	(127)
Other	-	(1)	1	(3)	-	-	(3)	(45)	(48)

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Balance, end of period	\$	-	\$	4,764	\$	(872)	\$	81,776	\$	(5,466)	\$	5,829	\$	86,031	\$	771	\$	86,802
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See Notes 1 and 12 to Consolidated Financial Statements.

See Accompanying Notes to Consolidated Financial Statements.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

1. Basis of Presentation and Significant Events

These unaudited condensed consolidated financial statements do not include all disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) and should be read in conjunction with the audited consolidated financial statements and the related notes included in the Annual Report on Form 10-K of American International Group, Inc. (AIG) for the year ended December 31, 2010 (AIG's 2010 Annual Report on Form 10-K). The condensed consolidated financial information as of December 31, 2010 included herein has been derived from audited consolidated financial statements not included herein.

Certain of AIG's foreign subsidiaries included in the consolidated financial statements report on different fiscal-period bases. The effect on AIG's consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these financial statements has been recorded.

In the opinion of management, these consolidated financial statements contain the normal recurring adjustments necessary for a fair statement of the results presented herein. Interim period operating results may not be indicative of the operating results for a full year. AIG evaluated the need to recognize or disclose events that occurred subsequent to the balance sheet date. All material intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the application of accounting policies that often involve a significant degree of judgment. AIG considers that its accounting policies that are most dependent on the application of estimates and assumptions are those relating to items considered by management in the determination of:

insurance liabilities, including general insurance unpaid claims and claims adjustment expenses and future policy benefits for life and accident and health contracts;

recoverability of assets, including deferred policy acquisition costs (DAC) and flight equipment;

estimated gross profits for investment-oriented products;

impairment charges, including other-than-temporary impairments on financial instruments and goodwill impairments;

estimates of overhaul rental revenue amounts that will be returned to lessees under the terms of certain operating leases;

liabilities for legal contingencies;

estimates with respect to income taxes, including the recoverability of deferred tax assets;

fair value measurements of certain financial assets and liabilities, including credit default swaps (CDS) and AIG's economic interest in Maiden Lane II LLC (ML II) and equity interest in Maiden Lane III LLC (ML III) (together, the Maiden Lane Interests); and

classification of entities as held for sale or as discontinued operations.

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, AIG's consolidated financial condition, results of operations and cash flows could be materially affected.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

Reclassifications and Segment Changes

Reclassifications

Due to changes in the relative composition of AIG's remaining continuing operations as a result of the substantial completion of AIG's asset disposition plan, AIG began presenting separately the following line items on its Consolidated Statement of Operations beginning in the first quarter of 2011:

Current line item:	Previously included in line item:
Policy fees ^(a)	Premiums and other considerations
Aircraft leasing revenues and Aircraft leasing expenses, respectively	Other income and Other expenses, respectively
Interest credited to policyholder account balances ^(b)	Policyholder benefits and claims incurred
Amortization of deferred acquisition costs	Policy acquisition and other insurance expenses

(a) *Represents fees recognized from universal life and investment-type products consisting of policy charges for the cost of insurance, policy administration charges, amortization of unearned revenue reserves and surrender charges.*

(b) *Represents interest on account-value-based policyholder deposits consisting of amounts credited on non-equity-indexed account values, accretion to the host contract for equity indexed products, and net amortization of sales inducements.*

Segment Changes

In order to align financial reporting with changes made during 2011 to the manner in which AIG's chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, AIG changed its segments in the third quarter of 2011. See Note 3 herein for additional information on AIG's segment changes.

Prior period amounts were reclassified to conform to the current period presentation for the above items. Additionally, certain other reclassifications have been made to prior period amounts in the Consolidated Statement of Operations and Consolidated Balance Sheet to conform to the current period presentation.

Significant Events

In 2011, AIG completed the Recapitalization (described below), executed transactions in the debt and equity capital markets and substantially completed its asset disposition plan.

Recapitalization

On January 14, 2011 (the Closing), AIG completed a series of integrated transactions to recapitalize AIG (the Recapitalization) with the United States Department of the Treasury (the Department of the Treasury), the Federal Reserve Bank of New York (the FRBNY) and the AIG Credit Facility Trust (the Trust), including the repayment of all amounts owed under the Credit Agreement, dated as of September 22, 2008 (as amended, the FRBNY Credit Facility). AIG recognized a loss on extinguishment of debt in the first quarter of 2011, representing primarily accelerated amortization of the prepaid commitment fee asset resulting from the termination of the FRBNY Credit Facility at Closing.

Repayment and Termination of the FRBNY Credit Facility

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At the Closing, AIG repaid to the FRBNY approximately \$21 billion in cash, representing complete repayment of all amounts owed under the FRBNY Credit Facility, and the FRBNY Credit Facility was terminated. The funds for the repayment came from the net cash proceeds from AIG's sale of 67 percent of the ordinary shares of AIA Group Limited (AIA) in its initial public offering and from AIG's sale of American Life Insurance Company (ALICO) in 2010. These funds were loaned to AIG in the form of secured limited recourse debt from the special purpose vehicles that held the proceeds of the AIA IPO and the ALICO sale (the AIA SPV and the ALICO SPV, respectively, and collectively, the SPVs). As of September 30, 2011, the loan from the ALICO SPV had been repaid. The loan from the AIA SPV is secured by pledges and any proceeds received from the sale by AIG and certain of its subsidiaries of, among other collateral, all or part of their equity interest in International Lease

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

Finance Corporation (ILFC or the Designated Entity). Proceeds from the sales of the remaining ordinary shares of AIA held by the AIA SPV will be used to pay down the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. Until their respective sales on February 1, 2011 and August 18, 2011, as further discussed in Sales of Divested Businesses below, AIG's Japan-based life insurance subsidiaries, AIG Star Life Insurance Company Ltd. (AIG Star) and AIG Edison Life Insurance Company (AIG Edison), and Nan Shan Life Insurance Company, Ltd. (Nan Shan) were also Designated Entities.

Repurchase and Exchange of SPV Preferred Interests

At the Closing, AIG drew down approximately \$20.3 billion (the Series F Closing Drawdown Amount) under the Department of the Treasury's commitment (the Department of the Treasury Commitment (Series F)) pursuant to the Securities Purchase Agreement, dated as of April 17, 2009 (the Series F SPA), between AIG and the Department of the Treasury relating to AIG's Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (the Series F Preferred Stock). The Series F Closing Drawdown Amount was the full amount remaining under the Department of the Treasury Commitment (Series F), less \$2 billion that AIG designated to be available after the Closing for general corporate purposes under a commitment relating to AIG's Series G Cumulative Mandatory Convertible Preferred Stock, par value \$5.00 per share (the Series G Preferred Stock), described below (the Series G Drawdown Right). The right of AIG to draw on the Department of the Treasury Commitment (Series F) (other than the Series G Drawdown Right) was terminated.

AIG used the Series F Closing Drawdown Amount to repurchase all of the FRBNY's preferred interests in the SPVs (the SPV Preferred Interests). AIG transferred the SPV Preferred Interests to the Department of the Treasury as part of the consideration for the exchange of the Series F Preferred Stock (described below).

The Department of the Treasury, so long as it holds SPV Preferred Interests, has the right, subject to existing contractual restrictions, to require AIG to dispose of the remaining AIA ordinary shares held by the AIA SPV. In addition, the consent of the Department of the Treasury, so long as it holds SPV Preferred Interests, will be required for AIG to take specified significant actions with respect to the Designated Entity, ILFC, including initial public offerings, sales, significant acquisitions or dispositions and incurrence of specified levels of indebtedness. If any SPV Preferred Interests are outstanding on May 1, 2013, the Department of the Treasury will have the right to compel the sale of all or a portion of ILFC, the Designated Entity, on terms that it will determine.

As a result of these transactions, the SPV Preferred Interests are no longer considered permanent equity on AIG's Consolidated Balance Sheet, and are classified as Redeemable noncontrolling nonvoting, callable, junior preferred interests held by the Department of the Treasury.

Issuance and Cancellation of AIG's Series G Preferred Stock

At the Closing, AIG and the Department of the Treasury amended and restated the Series F SPA to provide for the issuance of 20,000 shares of Series G Preferred Stock by AIG to the Department of the Treasury. The Series G Preferred Stock was issued with a liquidation preference of zero. Because the net proceeds to AIG from the completion of the registered public offering of AIG common stock, par value \$2.50 per share (AIG Common Stock), in May 2011 (the May Common Stock Offering) (described below under May 2011 Common Stock Offering and Sale) of \$2.9 billion exceeded the \$2.0 billion Series G Drawdown Right, the Series G Drawdown Right was terminated and the Series G Preferred Stock was cancelled immediately thereafter.

Exchange of AIG's Series C, E and F Preferred Stock for AIG Common Stock and Series G Preferred Stock

At the Closing:

the shares of AIG's Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (the Series C Preferred Stock), held by the Trust were exchanged for 562,868,096 shares of newly issued AIG Common Stock which were subsequently transferred by the Trust to the Department of the Treasury;

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the shares of AIG's Series E Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (the Series E Preferred Stock), held by the Department of the Treasury were exchanged for 924,546,133 newly issued shares of AIG Common Stock; and

the shares of the Series F Preferred Stock held by the Department of the Treasury were exchanged for (a) the SPV Preferred Interests, (b) 20,000 shares of the Series G Preferred Stock (subsequently cancelled) and (c) 167,623,733 shares of newly issued AIG Common Stock.

The issuance of AIG Common Stock to the Department of the Treasury as described above significantly affected the determination of net income attributable to common shareholders and the weighted average shares outstanding, both of which are used to compute earnings per share. See Note 12 herein for further discussion.

AIG entered into a registration rights agreement (the Registration Rights Agreement) with the Department of the Treasury that granted the Department of the Treasury registration rights with respect to the shares of AIG Common Stock issued at the Closing. The May Common Stock Offering was conducted in accordance with the right of AIG under the Registration Rights Agreement to complete a registered primary offering of AIG Common Stock. Current rights of the Department of the Treasury under the Registration Rights Agreement include:

the right to participate in any future registered offering of AIG Common Stock by AIG;

the right to demand no more than twice in any 12-month period that AIG effect a registered market offering of its shares;

the right to engage in at-the-market offerings; and

subject to certain exceptions, the right to approve the terms, conditions and pricing of any registered offering in which it participates until its ownership falls below 33 percent of AIG's voting securities.

AIG has the right to raise the greater of \$2 billion and the amount of the projected deficit if the AIG Board of Directors determines, after consultation with the Department of the Treasury, that due to events affecting AIG's insurance subsidiaries, AIG Parent's reasonably projected aggregate liquidity (cash and cash equivalents and commitments of credit) will fall below \$8 billion within 12 months of the date of such determination.

Until the Department of the Treasury's ownership of AIG's voting securities falls below 33 percent, the Department of the Treasury will, subject to certain exceptions, have complete control over the terms, conditions and pricing of any offering in which it participates, including any primary offering by AIG. As a result, if AIG seeks to conduct an offering of its equity securities the Department of the Treasury may decide to participate in the offering, and to prevent AIG from selling any equity securities.

Issuance of Warrants to Purchase AIG Common Stock

On January 19, 2011, as part of the Recapitalization, AIG issued to the holders of record of AIG Common Stock as of January 13, 2011, by means of a dividend, ten-year warrants to purchase a total of 74,997,778 shares of AIG Common Stock at an exercise price of \$45.00 per share. AIG retained 67,650 of these warrants for tax withholding purposes. No warrants were issued to the Trust, the Department of the Treasury or the FRBNY.

May 2011 Common Stock Offering and Sale

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On May 27, 2011, AIG and the Department of the Treasury, as the selling shareholder, completed a registered public offering of AIG Common Stock. AIG issued and sold 100 million shares of AIG Common Stock for aggregate net proceeds of approximately \$2.9 billion and the Department of the Treasury sold 200 million shares of AIG Common Stock. AIG did not receive any of the proceeds from the sale of the shares of AIG Common Stock by the Department of the Treasury. Of the net proceeds AIG received from this offering, \$550 million is being used to fund the Consolidated 2004 Securities Litigation settlement (see Note 11 herein). As required by the Registration Rights Agreement, AIG paid the underwriting discount as well as certain expenses with respect to the shares sold by the Department of the Treasury. The balance of the net proceeds was used for general corporate purposes. As a result of the sale of AIG Common Stock in this offering, the Series G Drawdown Right was terminated, the Series G Preferred Stock was cancelled and the ownership by the Department of the Treasury

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was reduced from approximately 92 percent to approximately 77 percent of the AIG Common Stock outstanding after the completion of the offering.

September 2011 Debt Offering

On September 13, 2011, AIG issued \$1.2 billion of 4.250% Notes Due 2014 and \$800 million of 4.875% Notes Due 2016. The proceeds are expected to be used to pay maturing notes issued by AIG to fund the Matched Investment Program (MIP).

Sales of Businesses

On February 1, 2011, AIG completed the sale of AIG Star and AIG Edison to Prudential Financial, Inc., for \$4.8 billion, consisting of \$4.2 billion in cash and \$0.6 billion in the assumption of third-party debt. Of the \$4.2 billion in cash, AIG retained \$2 billion to support the capital of Chartis, Inc. and its subsidiaries pursuant to an agreement with the Department of the Treasury, and caused the remaining amount to be applied to pay down a portion of liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. AIG recognized a pre-tax gain of \$2.0 billion on the date of the sale which is reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations.

On January 12, 2011, AIG entered into an agreement to sell its 97.57 percent interest in Nan Shan to a Taiwan-based consortium. The transaction closed on August 18, 2011 for net proceeds of \$2.15 billion in cash. The net proceeds from the transaction were used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

See Note 4 herein for additional information on these transactions and Note 11 for discussion of indemnification provisions.

Sale of MetLife Securities

On March 1, 2011, AIG entered into a Coordination Agreement among the ALICO SPV, AIG and MetLife, Inc. (MetLife) regarding a series of integrated transactions (the MetLife Disposition) whereby MetLife agreed to allow AIG to offer for sale the MetLife securities that AIG received when it sold ALICO to MetLife earlier than contemplated under the original terms of the ALICO sale (the ALICO Sale). The MetLife Disposition included (i) the sale of MetLife common stock, par value \$0.01 per share, and the sale of common equity units of MetLife pursuant to two separate underwritten public offerings and (ii) the sale by the ALICO SPV of MetLife preferred stock to MetLife.

In connection with the MetLife Disposition, on March 1, 2011, AIG and the ALICO SPV entered into a letter agreement with the Department of the Treasury pursuant to which AIG and the ALICO SPV received the consent of the Department of the Treasury to the MetLife Disposition. AIG completed the MetLife Disposition on March 8, 2011 for a total of \$9.6 billion and used \$6.6 billion of the proceeds to pay down all of the liquidation preference of the Department of the Treasury's ALICO SPV Preferred Interests and a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. In the first quarter of 2011, AIG recognized a loss of \$348 million, representing the decline in the value of the MetLife securities from December 31, 2010 through their disposition on March 8, 2011, due to market conditions prior to the MetLife Disposition. Of this amount, \$191 million is reflected in Net realized capital gains (losses) and \$157 million is reflected in Net investment income in the Consolidated Statement of Operations. The remaining proceeds were placed in escrow to secure indemnities provided to MetLife under the original terms of the ALICO stock purchase agreement as described in Note 11 herein.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Liquidity Assessment**

In assessing AIG's current financial flexibility and developing operating plans for the future, management has made significant judgments and estimates with respect to the potential financial and liquidity effects of AIG's risks and uncertainties, including but not limited to:

the potential effect on contingent liquidity requirements from changes in bond, equity and foreign exchange markets;

the potential effect on AIG if the capital levels of its regulated and unregulated subsidiaries prove inadequate to support current business plans;

AIG's continued ability to generate cash flow from operations;

the potential adverse effects on AIG's businesses that could result if there are further downgrades by rating agencies; and

the potential for regulatory limitations on AIG's business in one or more countries.

AIG believes that it has sufficient liquidity to meet future liquidity requirements, including reasonably foreseeable contingencies and events.

Supplementary Disclosure of Consolidated Cash Flow Information

Nine Months Ended September 30,
(in millions)

	2011	2010
Cash paid during the period for:		
Interest*	\$ (7,952)	\$ (3,978)
Taxes	\$ (643)	\$ (1,134)
Non-cash financing/investing activities:		
Interest credited to policyholder contract deposits included in financing activities	\$ 3,602	\$ 6,768
Debt assumed on consolidation of variable interest entities	\$ -	\$ 2,591
Debt assumed on acquisition	\$ -	\$ 164

*

2011 includes payment of FRBNY Credit Facility accrued compounded interest of \$4.7 billion, before the facility was terminated on January 14, 2011 in connection with the Recapitalization.

2. Summary of Significant Accounting Policies**Recent Accounting Standards*****Future Application of Accounting Standards***

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the Financial Accounting Standards Board (FASB) issued an accounting standard update that amends the accounting for costs incurred by insurance companies that can be capitalized in connection with acquiring or renewing insurance contracts. The new standard clarifies how to determine whether the costs incurred in connection with the acquisition of new or renewal insurance contracts qualify as deferred acquisition costs. The new standard is effective for interim and annual periods beginning on January 1, 2012 with early adoption permitted. Prospective or retrospective application is also permitted.

AIG elected not to adopt the standard earlier than required and has not yet determined whether it will adopt it prospectively or retrospectively. Upon adoption, retrospective application would result in a reduction to beginning retained earnings for the earliest period presented, while prospective application would result in higher amortization expense being recognized in the period of adoption and future periods relative to the retrospective method. The accounting standard update will result in a decrease in the amount of capitalized costs in connection with the acquisition or renewal of insurance contracts because AIG will only defer costs that are incremental and directly related to the successful acquisition of new or renewal business.

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AIG is currently assessing the effect of adoption of this new standard on its consolidated financial condition and results of operations. If this standard is adopted retrospectively on January 1, 2012, the range of the pre-tax effect of the reduction of deferred acquisition costs is expected to be between \$4.6 billion and \$5.1 billion.

Reconsideration of Effective Control for Repurchase Agreements

In April 2011, the FASB issued an accounting standard update that amends the criteria used to determine effective control for repurchase agreements and other similar arrangements such as securities lending transactions. The new standard modifies the criteria for determining when these transactions would be accounted for as secured borrowings (i.e., financings) instead of sales of the securities.

The new standard removes from the assessment of effective control the requirement that the transferor have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee. The removal of this requirement makes the level of collateral received by the transferor in a repurchase agreement or similar arrangement irrelevant in determining whether the transaction should be accounted for as a sale. Consequently, more repurchase agreements, securities lending transactions and similar arrangements will be accounted for as secured borrowings.

The guidance in the new standard must be applied prospectively to transactions or modifications of existing transactions that occur on or after January 1, 2012. Early adoption is prohibited. AIG is currently assessing the effect of adoption of this new standard on its consolidated financial condition, results of operations and cash flows.

Common Fair Value Measurements and Disclosure Requirements in GAAP and IFRS

In May 2011, the FASB issued an accounting standard update that amends certain aspects of the fair value measurement guidance in GAAP, primarily to achieve the FASB's objective of a converged definition of fair value and substantially converged measurement and disclosure guidance with International Financial Reporting Standards (IFRS). Consequently, when the new standard becomes effective on January 1, 2012, GAAP and IFRS will be consistent, with certain exceptions including the accounting for day one gains and losses, measuring the fair value of alternative investments measured on a net asset value basis and certain disclosure requirements.

The new standard's fair value guidance applies to all companies that measure assets, liabilities, or instruments classified in shareholders' equity at fair value or provide fair value disclosures for items not recorded at fair value. While many of the amendments to GAAP are not expected to significantly affect current practice, the guidance clarifies how a principal market is determined, addresses the fair value measurement of financial instruments with offsetting market or counterparty credit risks and the concept of valuation premise (i.e., in-use or in exchange) and highest and best use, extends the prohibition on blockage factors to all three levels of the fair value hierarchy, and requires additional disclosures.

The new standard is effective for AIG for interim and annual periods beginning on January 1, 2012. If different fair value measurements result from applying the new standard, AIG will recognize the difference in the period of adoption as a change in estimate. The new disclosure requirements must be applied prospectively. In the period of adoption, AIG will disclose any changes in valuation techniques and related inputs resulting from application of the amendments and quantify the total effect, if material. AIG is assessing the effect of the new standard on its consolidated statements of financial condition, results of operations and cash flows.

Presentation of Comprehensive Income

In June 2011, the FASB issued an accounting standard update that requires the presentation of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components, followed consecutively by a second statement that presents total other comprehensive income and its components. This presentation is effective January 1, 2012 and is required to be applied retrospectively.

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Accounting Standards Adopted During 2011

AIG adopted the following accounting standards during the first nine months of 2011:

Consolidation of Investments in Separate Accounts

In April 2010, the FASB issued an accounting standard that clarifies that an insurance company should not combine any investments held in separate account interests with its interest in the same investment held in its general account when assessing the investment for consolidation. Separate accounts represent funds for which investment income and investment gains and losses accrue directly to the policyholders who bear the investment risk. The standard also provides guidance on how an insurer should consolidate an investment fund when the insurer concludes that consolidation of an investment is required and the insurer's interest is through its general account in addition to any separate accounts. The new standard became effective for AIG on January 1, 2011. The adoption of this new standard did not have a material effect on AIG's consolidated financial condition, results of operations or cash flows.

Fair Value Measurements and Disclosures

In January 2010, the FASB issued updated guidance that requires fair value disclosures about significant transfers between Level 1 and 2 measurement categories and separate presentation of purchases, sales, issuances, and settlements within the rollforward of Level 3 activity. Also, this updated fair value guidance clarifies the disclosure requirements about the level of disaggregation and valuation techniques and inputs. This new guidance was effective for AIG beginning on January 1, 2010, except for the disclosures about purchases, sales, issuances, and settlements within the rollforward of Level 3 activity, which were effective for AIG beginning on January 1, 2011. See Note 6 herein.

A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring

In April 2011, the FASB issued an accounting standard update that amends the guidance for a creditor's evaluation of whether a restructuring is a troubled debt restructuring and requires additional disclosures about a creditor's troubled debt restructuring activities. The new standard clarifies the existing guidance on the two criteria used by creditors to determine whether a modification or restructuring is a troubled debt restructuring: (i) whether the creditor has granted a concession and (ii) whether the debtor is experiencing financial difficulties. The new standard became effective for AIG for interim and annual periods beginning on July 1, 2011. AIG is required to apply the guidance in the accounting standard retrospectively for all modifications and restructuring activities that have occurred since January 1, 2011. For receivables that are considered newly impaired under the guidance, AIG is required to measure the impairment of those receivables prospectively in the first period of adoption. In addition, AIG must begin providing the disclosures about troubled debt restructuring activities in the period of adoption. The adoption of this new standard did not have a material effect on AIG's consolidated financial condition, results of operations or cash flows. See Note 8 herein.

3. Segment Information

AIG reports the results of its operations through three reportable segments: Chartis, SunAmerica Financial Group (SunAmerica) and Aircraft Leasing. AIG evaluates performance based on pre-tax income (loss), excluding results from discontinued operations and net (gains) losses on sales of divested businesses, because AIG believes this provides more meaningful information on how its operations are performing.

In order to align financial reporting with changes made during 2011 to the manner in which AIG's chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, the following changes were made to AIG's segment information:

During the third quarter of 2011, Chartis completed the previously announced reorganization of its operations. Under the new structure, Chartis now presents its financial information in two operating segments – Commercial Insurance and Consumer Insurance, as well as a Chartis Other operations category.

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American International Group, Inc.

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Prior to the third quarter of 2011, Chartis presented its financial information in two primary operating segments, Chartis U.S. and Chartis International.

Aircraft Leasing is now being presented as a standalone reportable segment. It was previously reported as a component of the Financial Services reportable segment.

The derivatives portfolio of AIG Financial Products Corp. and AIG Trading Group Inc. and their respective subsidiaries (collectively, AIGFP), previously reported as Capital Markets, a component of the Financial Services reportable segment, is now reported with AIG Markets, Inc. (AIG Markets) as Global Capital Markets in Other operations.

Prior periods have been revised to conform to the current period presentation for the above segment changes.

The following table presents AIG's operations by reportable segment:

(in millions)	Reportable Segment				Consolidation and		
	Chartis	SunAmerica	Aircraft Leasing*	Other Operations	Total	Eliminations	Consolidated
Three Months Ended September 30, 2011							
Total revenues	\$ 10,182	\$ 3,582	\$ 1,117	\$ (2,433)	\$ 12,448	\$ 268	\$ 12,716
Pre-tax income (loss)	498	309	(1,329)	(3,943)	(4,465)	107	(4,358)
Three Months Ended September 30, 2010							
Total revenues	\$ 9,397	\$ 3,944	\$ 1,190	\$ 4,881	\$ 19,412	\$ 43	\$ 19,455
Pre-tax income (loss)	865	998	(214)	(1,568)	81	225	306
Nine Months Ended September 30, 2011							
Total revenues	\$ 30,273	\$ 11,317	\$ 3,411	\$ 1,864	\$ 46,865	\$ (37)	\$ 46,828
Pre-tax income (loss)	910	2,024	(1,122)	(5,853)	(4,041)	109	(3,932)
Nine Months Ended September 30, 2010							

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Total revenues	\$ 27,482	\$ 10,147	\$ 3,579	\$ 15,655	\$ 56,863	\$ (539)	\$ 56,324
Pre-tax income (loss)	3,226	1,413	(122)	(1,121)	3,396	52	3,448

*

AIG's Aircraft Leasing operations consist of a single operating segment.

The following table presents Chartis operations by operating segment:

<i>(in millions)</i>	Commercial Insurance	Consumer Insurance	Other	Total Chartis
Three Months Ended September 30, 2011				
Total revenues	\$ 5,708	\$ 3,322	\$ 1,152	\$ 10,182
Pre-tax income (loss)	(474)	(45)	1,017	498
Three Months Ended September 30, 2010				
Total revenues	\$ 5,427	\$ 3,148	\$ 822	\$ 9,397
Pre-tax income	65	147	653	865
Nine Months Ended September 30, 2011				
Total revenues	\$ 16,819	\$ 9,849	\$ 3,605	\$ 30,273
Pre-tax income (loss)	(1,869)	(415)	3,194	910
Nine Months Ended September 30, 2010				
Total revenues	\$ 16,174	\$ 7,730	\$ 3,578	\$ 27,482
Pre-tax income (loss)	(173)	156	3,243	3,226

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

The following table presents SunAmerica operations by operating segment:

<i>(in millions)</i>	Domestic Life Insurance	Domestic Retirement Services	Total SunAmerica
Three Months Ended September 30, 2011			
Total revenues	\$ 2,134	\$ 1,448	\$ 3,582
Pre-tax income (loss)	474	(165)	309

Three Months Ended
September 30, 2010

Total revenues	\$ 2,077	\$ 1,867	\$ 3,944
Pre-tax income	343	655	998

**Nine Months Ended
September 30, 2011**

Total revenues	\$ 6,242	\$ 5,075	\$ 11,317
Pre-tax income	1,186	838	2,024

Nine Months Ended
September 30, 2010

Total revenues	\$ 5,989	\$ 4,158	\$ 10,147
Pre-tax income	854	559	1,413

AIG Global Real Estate Investment Corp. and Institutional Asset Management, previously reported as components of the Direct Investment book and Asset Management operations, respectively, are now reported in Corporate & Other. Retained Interests represents the fair value gains or losses on the MetLife securities prior to sale, AIG's remaining interest in AIA ordinary shares, and the retained interest in ML III.

The following table presents the components of AIG's Other operations:

<i>(in millions)</i>	Mortgage Guaranty	Global Capital Markets	Direct Investment Book	Retained Interests	Corporate & Other	Consolidation Divested Businesses	and Eliminations	Total Other Operations
Three Months Ended September 30, 2011								
Total revenues	\$ 246	\$ (130)	\$ 159	\$ (3,246)	\$ 561	\$ -	\$ (23)	\$ (2,433)
Pre-tax income (loss)	(80)	(187)	103	(3,246)	(523)	-	(10)	(3,943)
Three Months Ended September 30, 2010								
Total revenues	\$ 252	\$ 236	\$ 33	\$ 301	\$ 8	\$ 3,961	\$ 90	\$ 4,881

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Pre-tax income (loss)	(127)	145	(26)	301	(2,620)	637	122	(1,568)
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**Nine Months
Ended
September 30,
2011**

Total revenues	\$ 716	\$ 151	\$ 758	\$ (743)	\$ 1,030	\$ -	\$ (48)	\$ 1,864
Pre-tax income (loss)	(66)	(66)	586	(743)	(5,538)	-	(26)	(5,853)

Nine Months
Ended
September 30,
2010

Total revenues	\$ 832	\$ 149	\$ 806	\$ 1,410	\$ 1,636	\$ 10,616	\$ 206	\$ 15,655
Pre-tax income (loss)	214	(99)	602	1,410	(5,656)	2,037	371	(1,121)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***4. Discontinued Operations and Held-for-Sale Classification****Discontinued Operations***AIG Star and AIG Edison Sale*

On September 30, 2010, AIG entered into a definitive agreement with Prudential Financial, Inc. for the sale of its Japan-based insurance subsidiaries, AIG Star and AIG Edison, for total consideration of \$4.8 billion, including the assumption of certain outstanding debt totaling \$0.6 billion owed by AIG Star and AIG Edison. The transaction closed on February 1, 2011 and AIG recognized a pre-tax gain of \$2.0 billion on the sale that is reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations. In connection with the sale, AIG recorded a goodwill impairment charge of \$1.3 billion in the third quarter of 2010.

Nan Shan Sale

On January 12, 2011, AIG entered into an agreement to sell its 97.57 percent interest in Nan Shan to a Taiwan-based consortium. The transaction was consummated on August 18, 2011 for net proceeds of \$2.15 billion in cash. AIG recorded a pre-tax gain of \$69 million and a pre-tax loss of \$976 million on the sale for the three and nine months ended September 30, 2011, respectively, largely offsetting Nan Shan operating results for the periods which are both reflected in Income (loss) from discontinued operations in the Consolidated Statement of Operations. The net proceeds from the transaction were used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

Results from discontinued operations for the three and nine months ended September 30, 2011 and 2010 primarily include the results of Nan Shan and results of AIG Star and AIG Edison through the dates of disposition, and settlements pursuant to indemnification provisions from prior dispositions. AIG has no continuing significant involvement with or significant continuing cash flows from these businesses. Results from discontinued operations for the nine months ended September 30, 2010 also include the results of ALICO and American General Finance, Inc. (AGF), which were sold during 2010. See Note 4 to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K for discussion of these sales and Note 11 herein for a discussion of guarantees and indemnifications associated with sales of businesses.

The following table summarizes income (loss) from discontinued operations:

<i>(in millions)</i>	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Revenues:				
Premiums	\$ 915	\$ 4,651	\$ 5,012	\$ 14,573
Net investment income	423	1,517	1,632	5,171
Net realized capital gains (losses)	(120)	364	844	(63)
Other income	-	228	5	1,246
Total revenues	1,218	6,760	7,493	20,927
Benefits, claims and expenses	1,239	6,803	6,361	23,095
Interest expense allocation	-	369	2	407
Income (loss) from discontinued operations	(21)	(412)	1,130	(2,575)

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Gain (loss) on sales	43	(1,970)	945	(2,371)
Income (loss) from discontinued operations, before tax expense (benefit)	22	(2,382)	2,075	(4,946)
Income tax expense (benefit)	243	(549)	680	(845)
Income (loss) from discontinued operations, net of income tax	\$ (221)	\$ (1,833)	\$ 1,395	\$ (4,101)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Held-for-Sale Classification**

In the third quarter of 2011, AIG sold its remaining assets and liabilities that had been classified as held-for-sale. At December 31, 2010, held-for-sale assets and liabilities consisted of Nan Shan, AIG Star, and AIG Edison, and aircraft that remained to be sold under agreements for sale by ILFC.

The following table summarizes the components of assets and liabilities held for sale on the Consolidated Balance Sheet as of December 31, 2010:

<i>(in millions)</i>	December 31, 2010
Assets:	
Fixed maturity securities	\$ 77,905
Equity securities	4,488
Mortgage and other loans receivable, net	5,584
Other invested assets	4,167
Short-term investments	3,670
Deferred policy acquisition costs and Other assets	7,639
Separate account assets	3,745
Assets of businesses held for sale	107,198
Flight equipment*	255
Total assets held for sale	\$ 107,453
Liabilities:	
Future policy benefits for life and accident and health insurance contracts	\$ 61,767
Policyholder contract deposits	26,847
Other liabilities	4,428
Other long-term debt	525
Separate account liabilities	3,745
Total liabilities held for sale	\$ 97,312

*
Represents nine aircraft that were under agreements for sale by ILFC at December 31, 2010.

5. Business Combination

On March 31, 2010, AIG, through a Chartis International subsidiary, purchased additional voting shares in Fuji Fire & Marine Insurance Company Limited (Fuji), a publicly traded Japanese insurance company with property/casualty insurance operations and a life insurance subsidiary. The acquisition of the additional voting shares for \$145 million increased Chartis International's total voting ownership interest in Fuji from 41.7 percent to 54.8 percent, which resulted in Chartis International obtaining control of Fuji. This acquisition was consistent with Chartis International's desire to increase its share in the substantial Japanese insurance market, which is undergoing significant consolidation,

and to achieve cost savings from synergies.

In March 2011, Chartis completed the acquisition of approximately 305 million shares of Fuji tendered in response to a public offer at an offer price of 146 Yen per share (\$1.76 per share) for a purchase price of \$538 million. In August 2011, Chartis acquired the remaining Fuji shares. As of September 30, 2011, Chartis owned 100 percent of Fuji's outstanding voting shares.

The 2011 purchases were accounted for as equity transactions because AIG previously consolidated Fuji due to its controlling interest. Accordingly, the difference between the fair value of the total consideration paid of \$560 million and the carrying value of the noncontrolling interest acquired of \$486 million was recognized as a reduction of AIG's equity. There was no gain or loss recorded in the Consolidated Statement of Operations.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

6. Fair Value Measurements

Fair Value Measurements on a Recurring Basis

AIG measures the following financial instruments at fair value on a recurring basis:

fixed maturity securities trading and available for sale (including the Maiden Lane Interests accounted for under the fair value option);

equity securities traded in active markets trading and available for sale (including the equity interest in AIA accounted for under the fair value option);

direct private equity investments Other invested assets;

certain hedge funds, private equity funds and other investment partnerships Other invested assets;

separate account assets;

certain short-term investments (including certain securities purchased under agreements to resell);

certain mortgage and other loans receivable;

derivative assets and liabilities (including bifurcated embedded derivatives);

AIGFP's super senior credit default swap portfolio;

certain policyholder contract deposits;

certain long-term debt; and

certain Other liabilities.

The fair value of a financial instrument is the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between willing, able and knowledgeable market participants at the measurement date.

The degree of judgment used in measuring the fair value of financial instruments generally inversely correlates with the level of observable valuation inputs. AIG maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value.

Financial instruments with quoted prices in active markets generally have more pricing observability and less judgment is used in measuring fair value. Conversely, financial instruments for which no quoted prices are available have less observability and are measured at fair value using valuation models or other pricing techniques that require more judgment. Pricing observability is affected by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction, liquidity and general market conditions.

Fair Value Hierarchy

Assets and liabilities recorded at fair value in the Consolidated Balance Sheet are measured and classified in a hierarchy for disclosure purposes consisting of three "levels" based on the observability of inputs available in the marketplace used to measure the fair values as discussed below:

Level 1: Fair value measurements that are quoted prices (unadjusted) in active markets that AIG has the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. AIG does not adjust the quoted price for such instruments. Assets and liabilities measured at fair value on a recurring basis and classified as Level 1 include certain government and agency securities, actively traded listed common stocks and futures and options contracts, most separate account assets and most mutual funds.

Level 2: Fair value measurements based on inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted

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intervals. Assets and liabilities measured at fair value on a recurring basis and classified as Level 2 generally include certain government and agency securities, most investment-grade and high-yield corporate bonds, certain residential mortgage-backed securities (RMBS), certain commercial mortgage-backed securities (CMBS) and certain collateralized loan obligations/asset backed securities (CLO/ABS), certain listed equities, state, municipal and provincial obligations, hybrid securities, certain securities purchased (sold) under agreements to resell (repurchase), certain mutual fund and hedge fund investments, certain interest rate, currency and commodity derivative contracts, guaranteed investment agreements (GIAs) for the Direct Investment book, other long-term debt and physical commodities.

Level 3: Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, AIG must make certain assumptions as to the inputs a hypothetical market participant would use to value that asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. AIG's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment. In making the assessment, AIG considers factors specific to the asset or liability. Assets and liabilities measured at fair value on a recurring basis and classified as Level 3 include certain RMBS, CMBS and collateralized debt obligations/asset backed securities (CDO/ABS), corporate debt, certain municipal and sovereign debt, certain derivative contracts (including the AIGFP super senior credit default swap portfolio), policyholder contract deposits carried at fair value, private equity and real estate fund investments, and direct private equity investments. AIG's non-financial instrument assets that are measured at fair value on a non-recurring basis generally are classified as Level 3.

The following is a description of the valuation methodologies used for instruments carried at fair value. These methodologies are applied to assets and liabilities across the levels noted above, and it is the observability of the inputs used that determines the appropriate level in the fair value hierarchy for the respective asset or liability.

Valuation Methodologies

Incorporation of Credit Risk in Fair Value Measurements

AIG's Own Credit Risk. Fair value measurements for certain Direct Investment book debt, GIAs, structured note liabilities and freestanding derivatives, as well as AIGFP derivatives, incorporate AIG's own credit risk by determining the explicit cost for each counterparty to protect against its net credit exposure to AIG at the balance sheet date by reference to observable AIG CDS or cash bond spreads. A derivative counterparty's net credit exposure to AIG is determined based on master netting agreements, when applicable, which take into consideration all derivative positions with AIG, as well as collateral posted by AIG with the counterparty at the balance sheet date.

Fair value measurements for embedded policy derivatives and policyholder contract deposits take into consideration that policyholder liabilities are senior in priority to general creditors of AIG and therefore are much less sensitive to changes in AIG credit default swap or cash issuance spreads.

Counterparty Credit Risk. Fair value measurements for freestanding derivatives incorporate counterparty credit by determining the explicit cost for AIG to protect against its net credit exposure to each counterparty at the balance sheet date by reference to observable counterparty CDS spreads, when available. When not available, other directly or indirectly observable credit spreads will be used to derive the best estimates of the counterparty spreads. AIG's net credit exposure to a counterparty is determined based on master netting agreements, which take into consideration all derivative positions with the counterparty, as well as collateral posted by the counterparty at the balance sheet date.

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A CDS is a derivative contract that allows the transfer of third party credit risk from one party to the other. The buyer of the CDS pays an upfront and/or periodic premium to the seller. The seller's payment obligation is triggered by the occurrence of a credit event under a specified reference security and is determined by the loss on that specified reference security. The present value of the amount of the upfront and/or periodic premium therefore represents a market-based expectation of the likelihood that the specified reference party will fail to perform on the reference obligation, a key market observable indicator of non-performance risk (the CDS spread).

Fair values for fixed maturity securities based on observable market prices for identical or similar instruments implicitly incorporate counterparty credit risk. Fair values for fixed maturity securities based on internal models incorporate counterparty credit risk by using discount rates that take into consideration cash issuance spreads for similar instruments or other observable information.

The cost of credit protection is determined under a discounted present value approach considering the market levels for single name CDS spreads for each specific counterparty, the mid market value of the net exposure (reflecting the amount of protection required) and the weighted average life of the net exposure. CDS spreads are provided to AIG by an independent third party. AIG utilizes an interest rate based on the benchmark London Interbank Offered Rate (LIBOR) curve to derive its discount rates.

While this approach does not explicitly consider all potential future behavior of the derivative transactions or potential future changes in valuation inputs, AIG believes this approach provides a reasonable estimate of the fair value of the assets and liabilities, including consideration of the impact of non-performance risk.

Fixed Maturity Securities Trading and Available for Sale

Whenever available, AIG obtains quoted prices in active markets for identical assets at the balance sheet date to measure fixed maturity securities at fair value in its trading and available for sale portfolios. Market price data is generally obtained from dealer markets.

Management is responsible for the determination of the value of the investments carried at fair value and the supporting methodologies and assumptions. AIG employs independent third-party valuation service providers to gather, analyze, and interpret market information and derive fair value estimates based upon relevant methodologies and assumptions for individual instruments. When AIG's valuation service providers are unable to obtain sufficient market observable information upon which to estimate the fair value for a particular security, fair value is determined either by requesting brokers who are knowledgeable about these securities to provide a price quote, which is generally non-binding, or by employing widely accepted valuation models.

Valuation service providers typically obtain data about market transactions and other key valuation model inputs from multiple sources and, through the use of widely accepted valuation models, provide a single fair value measurement for individual securities for which a fair value has been requested under the terms of service agreements. The inputs used by the valuation service providers include, but are not limited to, market prices from recently completed transactions and transactions of comparable securities, benchmark yields, interest rate yield curves, credit spreads, currency rates, quoted prices for similar securities and other market-observable information, as applicable. The valuation models take into account, among other things, market observable information as of the measurement date as well as the specific attributes of the security being valued, including its term, interest rate, credit rating, industry sector, and when applicable, collateral quality and other security or issuer-specific information. When market transactions or other market observable data is limited, the extent to which judgment is applied in determining fair value is greatly increased.

AIG has processes designed to ensure that the values received or internally estimated are accurately recorded, that the data inputs and the valuation techniques utilized are appropriate and consistently applied and that the assumptions are reasonable and consistent with the objective of determining fair value. AIG assesses the reasonableness of individual security values received from valuation service providers through various analytical techniques. In addition, AIG may validate the reasonableness of fair values by comparing information obtained from AIG's valuation service providers to other third-party valuation sources for selected securities. AIG also

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validates prices for selected securities obtained from brokers through reviews by members of management who have relevant expertise and who are independent of those charged with executing investing transactions.

The methodology above is relevant for all fixed maturity securities; following are discussions of certain procedures unique to specific classes of securities.

Fixed Maturity Securities issued by Government Entities

For most debt securities issued by government entities, AIG obtains fair value information from independent third-party valuation service providers, as quoted prices in active markets are generally only available for limited debt securities issued by government entities. The fair values received from these valuation service providers may be based on a market approach using matrix pricing, which considers a security's relationship to other securities for which quoted prices in an active market may be available, or alternatively based on an income approach, which uses valuation techniques to convert future cash flows to a single present value amount.

Fixed Maturity Securities issued by Corporate Entities

For most debt securities issued by corporate entities, AIG obtains fair value information from independent third-party valuation service providers. For certain corporate debt securities, AIG obtains fair value information from brokers. For those corporate debt instruments (for example, private placements) that are not traded in active markets or that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and non-transferability, and such adjustments generally are based on available market evidence. In the absence of such evidence, management's best estimate is used.

RMBS, CMBS, CDOs and other ABS

Independent third-party valuation service providers also provide fair value information for the majority of AIG investments in RMBS, CMBS, CDOs and other ABS. Where pricing is not available from valuation service providers, AIG obtains fair value information from brokers. Broker prices may be based on an income approach, which converts expected future cash flows to a single present value amount, with specific consideration of inputs relevant to structured securities, including ratings, collateral types, geographic concentrations, underlying loan vintages, loan delinquencies, and weighted average coupons and maturities. Broker prices may also be based on a market approach that considers recent transactions involving identical or similar securities. When the volume or level of market activity for an investment in RMBS, CMBS, CDOs or other ABS is limited, certain inputs used to determine fair value may not be observable in the market.

Maiden Lane II and Maiden Lane III

At their inception, AIG's interests in ML II and ML III were valued and recorded at the transaction prices of \$1 billion and \$5 billion, respectively.

Subsequently, AIG's interest in ML III has been valued using a discounted cash flow methodology that (i) uses the estimated future cash flows and the fair value of the ML III assets, (ii) allocates the estimated future cash flows according to the ML III waterfall, and (iii) determines the discount rate to be applied to AIG's interest in ML III by reference to the discount rate implied by the estimated value of ML III assets and the estimated future cash flows of AIG's interest in the capital structure. Estimated cash flows and discount rates used in the valuations are validated, to the extent possible, using market observable information for securities with similar asset pools, structure and terms.

The fair value methodology used since inception and prior to March 31, 2011 for AIG's interest in ML II had used the same discounted cash flow methodology as for ML III. As a result of the announcement on March 31, 2011 by the FRBNY of its plan to begin selling the assets in the ML II portfolio over time through a competitive sales process, AIG modified its methodology for estimating the fair value of its interest in ML II to incorporate the assumption of a current liquidation, which (i) uses the estimated fair value of the ML II assets and (ii) allocates the estimated asset fair value according to the ML II waterfall.

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AIG does not believe a change in the fair value methodology used for its interest in ML III is appropriate at this time based on current available information. Other methodologies employed or assumptions made in determining fair value for these investments could result in amounts that differ significantly from the amounts reported.

Adjustments to the fair value of AIG's interest in ML II are recorded in the Consolidated Statement of Operations in Net investment income for SunAmerica's domestic life insurance companies. Adjustments to the fair value of AIG's interest in ML III are recorded in the Consolidated Statement of Operations in Net investment income for AIG's Other operations.

As of September 30, 2011, AIG expects to receive cash flows (undiscounted) in excess of AIG's initial investment, and any accrued interest, on the Maiden Lane Interests after repayment of the first priority obligations owed to the FRBNY. The fair value of AIG's interest in ML II is most affected by the liquidation proceeds realized by the FRBNY from the sale of the collateral securities. A 10 percent change in the liquidation proceeds realized by the FRBNY would result in a change of approximately \$157 million in the fair value of the ML II interest. The fair value of AIG's interest in ML III is most affected by changes in the discount rates and changes in the estimated future collateral cash flows used in the valuation. Changes in estimated future cash flows for ML III would be the result of changes in interest rates and their effect on the underlying floating rate securities as well as expectations of defaults, recoveries and prepayments on underlying loans.

The LIBOR interest rate curve changes are determined based on observable prices, interpolated or extrapolated to derive a LIBOR for a specific maturity term as necessary. The spreads over LIBOR for the Maiden Lane Interests (including collateral-specific credit and liquidity spreads) can change as a result of changes in market expectations about the future performance of these investments as well as changes in the risk premium that market participants would demand at the time of the transactions.

Changes in the discount rate or the estimated future cash flows used in the valuation would alter AIG's estimate of the fair value of AIG's interest in ML III as shown in the table below.

Nine Months Ended September 30, 2011 <i>(in millions)</i>	Maiden Lane III Fair Value Change
--	--------------------------------------

Discount Rates:	
200 basis point increase	\$ (547)
200 basis point decrease	620
400 basis point increase	(1,031)
400 basis point decrease	1,325

Estimated Future Cash Flows:	
10% increase	667
10% decrease	(673)
20% increase	1,325
20% decrease	(1,339)

If the FRBNY were to similarly announce a plan to liquidate the assets of ML III at their estimated fair values, the impact of the change in AIG's assumptions would be an increase in the fair value of AIG's interest in ML III by approximately \$690 million at September 30, 2011.

AIG believes that the ranges of discount rates used in these analyses are reasonable on the basis of implied spread volatilities of similar collateral securities. The ranges of estimated future cash flows were determined on the basis of historical variability in the estimated cash flows. Because of these factors, the fair values of the Maiden Lane Interests are likely to vary, perhaps materially, from the amounts estimated.

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Equity Securities Traded in Active Markets ***Trading and Available for Sale***

Whenever available, AIG obtains quoted prices in active markets for identical assets at the balance sheet date to measure at fair value marketable equity securities in its trading and available for sale portfolios or in Other invested assets. Market price data is generally obtained from exchange or dealer markets.

Direct Private Equity Investments ***Other Invested Assets***

AIG initially estimates the fair value of direct private equity investments by reference to the transaction price. This valuation is adjusted for changes in inputs and assumptions that are corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalizations and other transactions across the capital structure, offerings in the equity capital markets and/or changes in financial ratios or cash flows. For equity securities that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability and such adjustments generally are based on available market evidence. In the absence of such evidence, management's best estimate is used.

Hedge Funds, Private Equity Funds and Other Investment Partnerships ***Other Invested Assets***

AIG initially estimates the fair value of investments in certain hedge funds, private equity funds and other investment partnerships by reference to the transaction price. Subsequently, AIG generally obtains the fair value of these investments from net asset value information provided by the general partner or manager of the investments, the financial statements of which are generally audited annually. AIG considers observable market data and performs diligence procedures in validating the appropriateness of using the net asset value as a fair value measurement.

Separate Account Assets

Separate account assets are composed primarily of registered and unregistered open-end mutual funds that generally trade daily and are measured at fair value in the manner discussed above for equity securities traded in active markets.

Short-term Investments

For short-term investments that are measured at fair value, AIG obtains fair value information from independent third-party valuation service providers. The determination of fair value for these instruments is consistent with the process for fixed maturity securities, as discussed above.

Securities Purchased Under Agreements to Resell

Securities purchased under agreements to resell are generally treated as collateralized financings. AIG reports certain securities purchased under agreements to resell in Short-term investments in the Consolidated Balance Sheet. AIG estimates the fair value of those receivables arising from securities purchased under agreements to resell that are measured at fair value using dealer price quotes, discounted cash flow analyses and/or internal valuation models. This methodology considers such factors as the coupon rate, yield curves, prepayment rates and other relevant factors.

Mortgage and Other Loans Receivable

AIG estimates the fair value of mortgage and other loans receivable by using dealer quotations, discounted cash flow analyses and/or internal valuation models. The determination of fair value considers inputs such as interest rate, maturity, the borrower's creditworthiness, collateral, subordination, guarantees, past-due status, yield curves, credit curves, prepayment rates, market pricing for comparable loans and other relevant factors.

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Freestanding Derivatives

Derivative assets and liabilities can be exchange-traded or traded over-the-counter (OTC). AIG generally values exchange-traded derivatives such as futures and options using quoted prices in active markets for identical derivatives at the balance sheet date.

OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. When models are used, the selection of a particular model to value an OTC derivative depends on the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. AIG generally uses similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices and rates, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be corroborated by observable market data by correlation or other means, and model selection does not involve significant management judgment.

Certain OTC derivatives trade in less liquid markets with limited pricing information, and the determination of fair value for these derivatives is inherently more difficult. When AIG does not have corroborating market evidence to support significant model inputs and cannot verify the model to market transactions, the transaction price may provide the best estimate of fair value. Accordingly, when a pricing model is used to value such an instrument, the model is adjusted so the model value at inception equals the transaction price. AIG will update valuation inputs in these models only when corroborated by evidence such as similar market transactions, third party pricing services and/or broker or dealer quotations, or other empirical market data. When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

Embedded Policy Derivatives

The fair value of embedded policy derivatives contained in certain variable annuity and equity-indexed annuity and life contracts is measured based on actuarial and capital market assumptions related to projected cash flows over the expected lives of the contracts. These cash flow estimates primarily include benefits and related fees assessed, when applicable, and incorporate expectations about policyholder behavior. Estimates of future policyholder behavior are subjective and based primarily on AIG's historical experience.

Certain variable annuity and equity-indexed annuity and life contracts contain embedded policy derivatives that AIG bifurcates from the host contracts and accounts for separately at fair value, with changes in fair value recognized in earnings. AIG concluded these contracts contain (i) written option guarantees on minimum accumulation value, (ii) a series of written options that guarantee withdrawals from the highest anniversary value within a specific period or for life, or (iii) equity-indexed written options that meet the criteria of derivatives that must be bifurcated.

With respect to embedded policy derivatives in AIG's variable annuity contracts, because of the dynamic and complex nature of the expected cash flows, risk neutral valuations are used. Estimating the underlying cash flows for these products involves many estimates and judgments, including those regarding expected market rates of return, market volatility, correlations of market index returns to funds, fund performance, discount rates and policyholder behavior. With respect to embedded policy derivatives in AIG's equity-indexed annuity and life contracts, option pricing models are used to estimate fair value, taking into account assumptions for future equity index growth rates, volatility of the equity index, future interest rates, and determinations on adjusting the participation rate and the cap on equity indexed credited rates in light of market conditions and policyholder behavior assumptions. These methodologies incorporate an explicit risk margin to take into consideration market participant estimates of projected cash flows and policyholder behavior.

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Fair value measurements for embedded derivatives associated with variable annuity and equity-indexed annuity and life contracts incorporate AIG insurance subsidiaries' own risk of non-performance by reflecting a market participant's view of AIG insurance subsidiaries' claims paying ability. AIG therefore incorporates an additional spread to the interest rate swap curve to value the embedded policy derivatives.

AIGFP's Super Senior Credit Default Swap Portfolio

Included in Global Capital Markets is the remaining derivatives portfolio of AIGFP. AIG values AIGFP's CDS transactions written on the super senior risk layers of designated pools of debt securities or loans using internal valuation models, third-party price estimates and market indices. The principal market was determined to be the market in which super senior credit default swaps of this type and size would be transacted, or have been transacted, with the greatest volume or level of activity. AIG has determined that the principal market participants, therefore, would consist of other large financial institutions who participate in sophisticated over-the-counter derivatives markets. The specific valuation methodologies vary based on the nature of the referenced obligations and availability of market prices.

The valuation of the super senior credit derivatives is challenging given the limitation on the availability of market observable information due to the lack of trading and price transparency in certain structured finance markets. These market conditions have increased the reliance on management estimates and judgments in arriving at an estimate of fair value for financial reporting purposes. Further, disparities in the valuation methodologies employed by market participants and the varying judgments reached by such participants when assessing volatile markets have increased the likelihood that the various parties to these instruments may arrive at significantly different estimates as to their fair values.

AIG's valuation methodologies for the super senior credit default swap portfolio have evolved over time in response to market conditions and the availability of market observable information. AIG has sought to calibrate the methodologies to available market information and to review the assumptions of the methodologies on a regular basis.

Regulatory capital portfolio: In the case of credit default swaps written to facilitate regulatory capital relief, AIG estimates the fair value of these derivatives by considering observable market transactions. The transactions with the most observability are the early terminations of these transactions by counterparties. AIG continues to reassess the expected maturity of the portfolio. AIGFP has not been required to make any payments as part of terminations of super senior regulatory capital CDSs initiated by counterparties. However, during the second quarter of 2011, AIGFP terminated mezzanine tranches related to certain terminated super senior regulatory capital trades and made payments which approximated their fair values at the time of termination.

The regulatory benefit of these transactions for AIGFP's financial institution counterparties is generally derived from the capital regulations promulgated by the Basel Committee on Banking Supervision, known as Basel I. In December 2010, the Basel Committee on Banking Supervision finalized a new framework for international capital and liquidity standards known as Basel III, which, when fully implemented, may reduce or eliminate the regulatory benefits to certain counterparties and thus may impact the period of time that such counterparties are expected to hold the positions. In assessing the fair value of the regulatory capital CDS transactions, AIG also considers other market data to the extent relevant and available. For further discussion, see Note 10 herein.

Multi-sector CDO portfolios: AIG uses a modified version of the Binomial Expansion Technique (BET) model to value AIGFP's credit default swap portfolio written on super senior tranches of multi-sector CDOs of ABS. The BET model was developed in 1996 by a major rating agency to generate expected loss estimates for CDO tranches and derive a credit rating for those tranches, and remains widely used.

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AIG has adapted the BET model to estimate the price of the super senior risk layer or tranche of the CDO. AIG modified the BET model to imply default probabilities from market prices for the underlying securities and not from rating agency assumptions. To generate the estimate, the model uses the price estimates for the securities comprising the portfolio of a CDO as an input and converts those estimates to credit spreads over current LIBOR-based interest rates. These credit spreads are used to determine implied probabilities of default and expected losses on the underlying securities. This data is then aggregated and used to estimate the expected cash flows of the super senior tranche of the CDO.

Prices for the individual securities held by a CDO are obtained in most cases from the CDO collateral managers, to the extent available. CDO collateral managers provided market prices for 61.2 percent of the underlying securities used in the valuation at September 30, 2011. When a price for an individual security is not provided by a CDO collateral manager, AIG derives the price through a pricing matrix using prices from CDO collateral managers for similar securities. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the relationship of the security to other benchmark quoted securities. Substantially all of the CDO collateral managers who provided prices used dealer prices for all or part of the underlying securities, in some cases supplemented by third-party pricing services.

The BET model also uses diversity scores, weighted average lives, recovery rates and discount rates. AIG employs a Monte Carlo simulation to assist in quantifying the effect on the valuation of the CDO of the unique aspects of the CDO's structure such as triggers that divert cash flows to the most senior part of the capital structure. The Monte Carlo simulation is used to determine whether an underlying security defaults in a given simulation scenario and, if it does, the security's implied random default time and expected loss. This information is used to project cash flow streams and to determine the expected losses of the portfolio.

In addition to calculating an estimate of the fair value of the super senior CDO security referenced in the credit default swaps using its internal model, AIG also considers the price estimates for the super senior CDO securities provided by third parties, including counterparties to these transactions, to validate the results of the model and to determine the best available estimate of fair value. In determining the fair value of the super senior CDO security referenced in the credit default swaps, AIG uses a consistent process that considers all available pricing data points and eliminates the use of outlying data points. When pricing data points are within a reasonable range an averaging technique is applied.

Corporate debt/Collateralized loan obligation (CLO) portfolios: In the case of credit default swaps written on portfolios of investment-grade corporate debt, AIG uses a mathematical model that produces results that are closely aligned with prices received from third parties. This methodology is widely used by other market participants and uses the current market credit spreads of the names in the portfolios along with the base correlations implied by the current market prices of comparable tranches of the relevant market traded credit indices as inputs. Given its unique attributes, one transaction, which had represented two percent of the total notional amount of the corporate debt portfolio as of the second quarter of 2011, was valued using third-party quotations. This transaction matured in the third quarter of 2011.

AIG estimates the fair value of its obligations resulting from credit default swaps written on CLOs to be equivalent to the par value less the current market value of the referenced obligation. Accordingly, the value is determined by obtaining third-party quotations on the underlying super senior tranches referenced under the credit default swap contract.

Policyholder Contract Deposits

Policyholder contract deposits accounted for at fair value are measured using an earnings approach by taking into consideration the following factors:

Current policyholder account values and related surrender charges;

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The present value of estimated future cash inflows (policy fees) and outflows (benefits and maintenance expenses) associated with the product using risk neutral valuations, incorporating expectations about policyholder behavior, market returns and other factors; and

A risk margin that market participants would require for a market return and the uncertainty inherent in the model inputs.

The change in fair value of these policyholder contract deposits is recorded as Policyholder benefits and claims incurred in the Consolidated Statement of Operations.

Other Long-Term Debt

When fair value accounting has been elected, the fair value of non-structured liabilities is generally determined by using market prices from exchange or dealer markets, when available, or discounting expected cash flows using the appropriate discount rate for the applicable maturity. Such instruments are generally classified in Level 2 of the fair value hierarchy as substantially all inputs are readily observable. AIG determines the fair value of structured liabilities and hybrid financial instruments (where performance is linked to structured interest rates, inflation or currency risks) using the appropriate derivative valuation methodology (described above) given the nature of the embedded risk profile. Such instruments are classified in Level 2 or Level 3 depending on the observability of significant inputs to the model. In addition, adjustments are made to the valuations of both non-structured and structured liabilities to reflect AIG's own creditworthiness based on observable credit spreads of AIG.

Other Liabilities

Other liabilities measured at fair value include certain securities sold under agreements to repurchase and certain securities and spot commodities sold but not yet purchased. Liabilities arising from securities sold under agreements to repurchase are generally treated as collateralized financings. For liabilities arising from securities sold under agreements to repurchase, AIG estimates the fair value by using dealer quotations, discounted cash flow analyses and/or internal valuation models. This methodology considers such factors as the coupon rate, yield curves, prepayment rates and other relevant factors. Fair values for securities sold but not yet purchased are based on current market prices. Fair values of spot commodities sold but not yet purchased are based on current market prices of reference spot futures contracts traded on exchanges. Certain liabilities arising from securities sold under agreements to repurchase, however, are treated as sales. The key distinction resulting in these agreements being accounted for as sales is a reduction in initial margins or a restriction in daily margin requirements in these agreements. The fair value of securities transferred under repurchase agreements accounted for as sales was \$2.4 billion and \$2.7 billion at September 30, 2011 and December 31, 2010, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

The following table presents information about assets and liabilities measured at fair value on a recurring basis and indicates the level of the fair value measurement based on the levels of the inputs used:

September 30, 2011 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral ^(b)	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 28	\$ 7,526	\$ -	\$ -	\$ -	\$ 7,554
Obligations of states, municipalities and Political subdivisions	1	38,481	908	-	-	39,390
Non-U.S. governments	702	18,947	5	-	-	19,654
Corporate debt	110	143,681	2,475	-	-	146,266
RMBS	-	22,150	10,408	-	-	32,558
CMBS	-	3,665	3,975	-	-	7,640
CDO/ABS	-	2,650	4,117	-	-	6,767
Total bonds available for sale	841	237,100	21,888	-	-	259,829
Bond trading securities:						
U.S. government and government sponsored entities	162	7,395	-	-	-	7,557
Obligations of states, municipalities and Political subdivisions	-	257	-	-	-	257
Non-U.S. governments	-	36	-	-	-	36
Corporate debt	-	773	8	-	-	781
RMBS	-	1,383	332	-	-	1,715
CMBS	-	1,291	547	-	-	1,838
CDO/ABS	-	4,076	8,394	-	-	12,470
Total bond trading securities	162	15,211	9,281	-	-	24,654
Equity securities available for sale:						
Common stock	2,966	6	56	-	-	3,028
Preferred stock	-	44	70	-	-	114
Mutual funds	56	11	-	-	-	67
Total equity securities available for sale	3,022	61	126	-	-	3,209
Equity securities trading	37	111	-	-	-	148
Mortgage and other loans receivable	-	104	-	-	-	104
Other invested assets ^(c)	11,670	1,777	7,184	-	-	20,631
Derivative assets:						
Interest rate contracts	2	7,706	1,034	-	-	8,742
Foreign exchange contracts	-	165	-	-	-	165
Equity contracts	149	163	34	-	-	346
Commodity contracts	-	99	3	-	-	102
Credit contracts	-	-	91	-	-	91
Other contracts	35	472	284	-	-	791
Counterparty netting and cash collateral	-	-	-	(3,784)	(1,707)	(5,491)

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Total derivative assets	186	8,605	1,446	(3,784)	(1,707)	4,746
Short-term investments ^(d)	1,484	6,052	-	-	-	7,536
Separate account assets	45,213	2,899	-	-	-	48,112
Total	\$ 62,615	\$ 271,920	\$ 39,925	\$ (3,784)	\$ (1,707)	\$ 368,969
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 1,362	\$ -	\$ -	\$ 1,362
Derivative liabilities:						
Interest rate contracts	-	7,017	245	-	-	7,262
Foreign exchange contracts	-	189	-	-	-	189
Equity contracts	2	204	10	-	-	216
Commodity contracts	-	100	-	-	-	100
Credit contracts ^(e)	-	6	3,453	-	-	3,459
Other contracts	-	141	245	-	-	386
Counterparty netting and cash collateral	-	-	-	(3,784)	(2,762)	(6,546)
Total derivative liabilities	2	7,657	3,953	(3,784)	(2,762)	5,066
Other long-term debt	-	10,450	789	-	-	11,239
Other liabilities ^(f)	314	954	-	-	-	1,268
Total	\$ 316	\$ 19,061	\$ 6,104	\$ (3,784)	\$ (2,762)	\$ 18,935

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

December 31, 2010 <i>(in millions)</i>	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral ^(b)	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 142	\$ 7,208	\$ -	\$ -	\$ -	\$ 7,350
Obligations of states, municipalities and Political subdivisions	4	46,007	609	-	-	46,620
Non-U.S. governments	719	14,620	5	-	-	15,344
Corporate debt	8	124,088	2,262	-	-	126,358
RMBS	-	13,441	6,367	-	-	19,808
CMBS	-	2,807	3,604	-	-	6,411
CDO/ABS	-	2,170	4,241	-	-	6,411
Total bonds available for sale	873	210,341	17,088	-	-	228,302
Bond trading securities:						
U.S. government and government sponsored entities	339	6,563	-	-	-	6,902
Obligations of states, municipalities and Political subdivisions	-	316	-	-	-	316
Non-U.S. governments	-	125	-	-	-	125
Corporate debt	-	912	-	-	-	912
RMBS	-	1,837	91	-	-	1,928
CMBS	-	1,572	506	-	-	2,078
CDO/ABS	-	4,490	9,431	-	-	13,921
Total bond trading securities	339	15,815	10,028	-	-	26,182
Equity securities available for sale:						
Common stock	3,577	61	61	-	-	3,699
Preferred stock	-	423	64	-	-	487
Mutual funds	316	79	-	-	-	395
Total equity securities available for sale	3,893	563	125	-	-	4,581
Equity securities trading	6,545	106	1	-	-	6,652
Mortgage and other loans receivable	-	143	-	-	-	143
Other invested assets ^(c)	12,281	1,661	7,414	-	-	21,356
Derivative assets:						
Interest rate contracts	1	13,146	1,057	-	-	14,204
Foreign exchange contracts	14	172	16	-	-	202
Equity contracts	61	233	65	-	-	359
Commodity contracts	-	69	23	-	-	92
Credit contracts	-	2	377	-	-	379
Other contracts	8	923	144	-	-	1,075
Counterparty netting and cash collateral	-	-	-	(6,298)	(4,096)	(10,394)
Total derivative assets	84	14,545	1,682	(6,298)	(4,096)	5,917
Short-term investments ^(d)	5,401	18,459	-	-	-	23,860
Separate account assets	51,607	2,825	-	-	-	54,432
Other assets	-	14	-	-	-	14

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Total \$ 81,023 \$ 264,472 \$ 36,338 \$ (6,298) \$ (4,096) \$ 371,439

Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 445	\$ -	\$ -	\$ 445
Derivative liabilities:						
Interest rate contracts	-	9,387	325	-	-	9,712
Foreign exchange contracts	14	324	-	-	-	338
Equity contracts	-	286	43	-	-	329
Commodity contracts	-	68	-	-	-	68
Credit contracts ^(e)	-	5	4,175	-	-	4,180
Other contracts	-	52	256	-	-	308
Counterparty netting and cash collateral	-	-	-	(6,298)	(2,902)	(9,200)
Total derivative liabilities	14	10,122	4,799	(6,298)	(2,902)	5,735
Other long-term debt	-	11,161	982	-	-	12,143
Other liabilities ^(f)	391	2,228	-	-	-	2,619
Total	\$ 405	\$ 23,511	\$ 6,226	\$ (6,298)	\$ (2,902)	\$ 20,942

- (a) *Represents netting of derivative exposures covered by a qualifying master netting agreement.*
- (b) *Represents cash collateral posted and received. Securities collateral posted for derivative transactions that is reflected in Fixed maturity securities in the Consolidated Balance Sheet, and collateral received, not reflected in the Consolidated Balance Sheet, were \$2.0 billion and \$101 million, respectively, at September 30, 2011 and \$1.4 billion and \$109 million, respectively, at December 31, 2010.*
- (c) *Included in Level 1 are \$11.3 billion and \$11.1 billion at September 30, 2011 and December 31, 2010, respectively, of AIA shares publicly traded on the Hong Kong Stock Exchange. Approximately 3 percent and 5 percent of the fair value of the assets recorded as Level 3 relates to various private equity, real estate, hedge fund and fund-of-funds investments that are consolidated by AIG at September 30, 2011 and December 31, 2010, respectively. AIG's ownership in these funds represented 57.8 percent, or \$0.8 billion, of Level 3 assets at September 30, 2011 and 68.6 percent, or \$1.3 billion, of Level 3 assets at December 31, 2010.*
- (d) *Included in Level 2 is the fair value of \$0.3 billion and \$1.6 billion at September 30, 2011 and December 31, 2010, respectively, of securities purchased under agreements to resell.*
- (e) *Included in Level 3 is the fair value derivative liability of \$3.3 billion and \$3.7 billion at September 30, 2011 and December 31, 2010, respectively, on the AIGFP super senior credit default swap portfolio.*
- (f) *Included in Level 2 is the fair value of \$0.8 billion, \$148 million and \$7 million at September 30, 2011 of securities sold under agreements to repurchase, securities and spot commodities sold but not yet purchased and trust deposits and deposits due to banks and other depositors, respectively. Included in Level 2 is the fair value of \$2.1 billion, \$94 million and \$15 million at December 31, 2010 of securities sold under agreements to repurchase, securities and spot commodities sold but not yet purchased and trust deposits and deposits due to banks and other depositors, respectively.*

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Transfers of Level 1 and Level 2 Assets and Liabilities**

AIG's policy is to record transfers of assets and liabilities between Level 1 and Level 2 at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. Assets are transferred out of Level 1 when they are no longer transacted with sufficient frequency and volume in an active market. During the nine-month period ended September 30, 2011, AIG transferred certain assets from Level 1 to Level 2, including approximately \$1.2 billion of investments in securities issued by the U.S. government that are no longer actively traded and approximately \$528 million of investments in securities issued by Non-U.S. governments. AIG transferred approximately \$1.1 billion of investments in securities issued by the U.S. government that are no longer actively traded and approximately \$390 million of investments in securities issued by Non-U.S. governments from Level 1 to Level 2 during the three-month period ended September 30, 2011. Conversely, assets are transferred from Level 2 to Level 1 when transaction volume and frequency are indicative of an active market. AIG had no significant transfers from Level 2 to Level 1 during the three- and nine-month periods ended September 30, 2011.

Changes in Level 3 Recurring Fair Value Measurements

The following tables present changes during the three- and nine-month periods ended September 30, 2011 and 2010 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) recorded in the Consolidated Statement of Operations during those periods related to the Level 3 assets and liabilities that remained in the Consolidated Balance Sheet at September 30, 2011 and 2010:

<i>(in millions)</i>	Fair value Beginning of Period ^(b)	Net Realized and Unrealized Gains (Losses) Included in Comprehensive Income	Other Income	Purchases, Sales, and Issuances and Settlements, Net	Gross Transfers in	Gross Transfers out	Fair value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
Three Months Ended September 30, 2011								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	\$ 800	\$ 1	\$ 83	\$ 74	\$ -	\$ (50)	\$ 908	-
Non-U.S. governments	5	-	(1)	1	-	-	5	-
Corporate debt	1,844	13	(21)	(56)	1,170	(475)	2,475	-
RMBS	10,692	(83)	29	(437)	254	(47)	10,408	-
CMBS	4,228	(46)	(293)	134	16	(64)	3,975	-
CDO/ABS	3,925	12	(131)	220	329	(238)	4,117	-
Total bonds available for sale	21,494	(103)	(334)	(64)	1,769	(874)	21,888	-
Bond trading securities:								
Corporate debt	9	-	-	(1)	-	-	8	-
RMBS	170	(5)	(1)	168	-	-	332	(12)
CMBS	483	(31)	(4)	(16)	115	-	547	(37)
CDO/ABS	9,503	(993)	(9)	(131)	48	(24)	8,394	(916) ^(a)
Total bond trading securities	10,165	(1,029)	(14)	20	163	(24)	9,281	(965)

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Equity securities available for sale:								
Common stock	59	9	(9)	(11)	10	(2)	56	-
Preferred stock	64	2	2	-	2	-	70	-
Total equity securities available for sale	123	11	(7)	(11)	12	(2)	126	-
Equity securities trading								
Equity securities trading	1	(1)	-	-	-	-	-	(1)
Other invested assets	7,045	(27)	42	(54)	205	(27)	7,184	13
Total	\$ 38,828	\$ (1,149)	\$ (313)	\$ (109)	\$ 2,149	\$ (927)	\$ 38,479	\$ (953)
Liabilities:								
Policyholder contract deposits	\$ (406)	\$ (928)	\$ -	\$ (28)	\$ -	\$ -	\$ (1,362)	\$ 950
Derivative liabilities, net:								
Interest rate contracts	754	47	-	9	-	(21)	789	(1)
Foreign exchange contracts	4	1	-	(5)	-	-	-	(1)
Equity contracts	34	(10)	-	-	-	-	24	(7)
Commodity contracts	5	(1)	-	(1)	-	-	3	(1)
Credit contracts	(3,332)	(25)	-	(5)	-	-	(3,362)	(27)
Other contracts	(69)	32	(32)	9	-	99	39	(21)
Total derivative liabilities, net	(2,604)	44	(32)	7	-	78	(2,507)	(58)
Other long-term debt	(958)	183	-	(14)	-	-	(789)	167
Total	\$ (3,968)	\$ (701)	\$ (32)	\$ (35)	\$ -	\$ 78	\$ (4,658)	\$ 1,059

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Fair value Beginning of Period ^(b)	Net Realized and Unrealized Gains (Losses) Included in Income	Accumulated Other Comprehensive Income	Purchases, Sales, and Issuances and Settlements, Net	Gross Transfers in	Gross Transfers out	Fair value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
Nine Months Ended September 30, 2011								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	\$ 609	\$ -	\$ 110	\$ 248	\$ 17	\$ (76)	\$ 908	\$ -
Non-U.S. governments	5	-	(1)	1	-	-	5	-
Corporate debt	2,262	10	1	216	1,703	(1,717)	2,475	-
RMBS	6,367	(85)	397	3,506	276	(53)	10,408	-
CMBS	3,604	(80)	262	206	69	(86)	3,975	-
CDO/ABS	4,241	44	181	(617)	775	(507)	4,117	-
Total bonds available for sale	17,088	(111)	950	3,560	2,840	(2,439)	21,888	-
Bond trading securities:								
Corporate debt	-	-	-	(10)	18	-	8	-
RMBS	91	(5)	(8)	254	-	-	332	(15)
CMBS	506	35	(1)	(92)	276	(177)	547	31
CDO/ABS	9,431	(840)	-	(221)	48	(24)	8,394	(770) ^(a)
Total bond trading securities	10,028	(810)	(9)	(69)	342	(201)	9,281	(754)
Equity securities available for sale:								
Common stock	61	27	(5)	(38)	18	(7)	56	-
Preferred stock	64	(1)	3	-	4	-	70	-
Total equity securities available for sale	125	26	(2)	(38)	22	(7)	126	-
Equity securities trading	1	-	-	(1)	-	-	-	-
Other invested assets	7,414	9	511	(565)	250	(435)	7,184	142
Total	\$ 34,656	\$ (886)	\$ 1,450	\$ 2,887	\$ 3,454	\$ (3,082)	\$ 38,479	\$ (612)
Liabilities:								
Policyholder contract deposits	\$ (445)	\$ (882)	\$ -	\$ (35)	\$ -	\$ -	\$ (1,362)	\$ 887
Derivative liabilities, net:								
Interest rate contracts	732	69	-	9	-	(21)	789	(55)
Foreign exchange contracts	16	(11)	-	(5)	-	-	-	-
Equity contracts	22	(17)	-	38	(7)	(12)	24	(14)
Commodity contracts	23	1	-	(21)	-	-	3	(1)
Credit contracts	(3,798)	451	-	(15)	-	-	(3,362)	446
Other contracts	(112)	9	(58)	49	-	151	39	(87)

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Total derivative liabilities, net	(3,117)	502	(58)	55	(7)	118	(2,507)	289
Other long-term debt	(982)	(28)	-	242	(21)	-	(789)	(31)
Total	\$ (4,544)	\$ (408)	\$ (58)	\$ 262	\$ (28)	\$ 118	\$ (4,658)	\$ 1,145

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

<i>(in millions)</i>	Fair value Beginning of Period ^(b)	Net Realized and Unrealized Gains (Losses) Included in Comprehensive Income	Accumulated Other Income	Purchases, Sales, and Issuances Settlements, Net	Transfers and Operations	Activity of Discontinued Operations	Fair value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
Three Months Ended September 30, 2010								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	\$ 1,086	\$ (10)	\$ 37	\$ (94)	\$ (131)	\$ -	\$ 888	\$ -
Non-U.S. governments	42	-	3	4	1	-	50	-
Corporate debt	3,167	(23)	35	(58)	(117)	(116)	2,888	-
RMBS	7,114	(285)	609	(223)	828	(8)	8,035	-
CMBS	4,576	(185)	612	(153)	(391)	(918)	3,541	-
CDO/ABS	4,837	14	126	(354)	(449)	(211)	3,963	-
Total bonds available for sale	20,822	(489)	1,422	(878)	(259)	(1,253)	19,365	-
Bond trading securities:								
U.S. government and government sponsored entities	-	-	-	-	-	-	-	-
Non-U.S. governments	7	-	-	16	(6)	-	17	-
Corporate debt	103	7	-	(4)	-	-	106	3
RMBS	5	(25)	-	-	118	-	98	(31)
CMBS	226	36	-	3	-	-	265	29
CDO/ABS	8,523	496	-	114	1	-	9,134	495 ^(a)
Total bond trading securities	8,864	514	-	129	113	-	9,620	496
Equity securities available for sale:								
Common stock	32	(1)	9	7	7	1	55	-
Preferred stock	53	-	1	2	-	-	56	-
Mutual funds	20	-	1	(11)	(8)	-	2	-
Total equity securities available for sale	105	(1)	11	(2)	(1)	1	113	-
Equity securities trading	1	-	-	-	-	-	1	-
Other invested assets	6,780	77	114	(6)	1,390	(281)	8,074	(67)
Other assets	-	-	-	-	-	-	-	-
Separate account assets	1	-	-	-	(1)	-	-	-
Total	\$ 36,573	\$ 101	\$ 1,547	\$ (757)	\$ 1,242	\$ (1,533)	\$ 37,173	\$ 429
Liabilities:								
Policyholder contract deposits	\$ (4,510)	\$ (60)	\$ -	\$ (193)	\$ -	\$ -	\$ (4,763)	\$ 222
Derivative liabilities, net:								

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Interest rate contracts	151	(520)	1	903	98	-	633	185
Foreign exchange contracts	24	5	(2)	2	-	(16)	13	(4)
Equity contracts	-	34	-	(29)	-	-	5	1
Commodity contracts	17	5	-	(2)	-	-	20	(4)
Credit contracts	(4,583)	208	-	98	(1)	-	(4,278)	(237)
Other contracts	(107)	11	-	(16)	8	-	(104)	13
Total derivatives liabilities, net	(4,498)	(257)	(1)	956	105	(16)	(3,711)	(46)
Other long-term debt	(954)	(139)	-	68	21	-	(1,004)	177
Total	\$ (9,962)	\$ (456)	(1) \$	831	\$ 126	\$ (16)	\$ (9,478)	\$ 353

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Fair value Beginning of Period ^(b)	Net Realized and Unrealized Gains (Losses) Included in Income	Accumulated Other Comprehensive Income	Purchases, Sales, and Issuances and Settlements, Net	Transfers	Activity of Discontinued Operations	Fair value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
Nine Months Ended September 30, 2010								
Assets:								
Bonds available for sale:								
Obligations of states, municipalities and political subdivisions	\$ 613	\$ (31)	\$ 24	\$ 64	\$ 218	\$ -	\$ 888	\$ -
Non-U.S. governments	753	-	3	28	6	(740)	50	-
Corporate debt	4,791	(33)	137	(293)	(1,505)	(209)	2,888	-
RMBS	6,654	(526)	1,601	(529)	878	(43)	8,035	-
CMBS	4,939	(767)	1,687	(307)	56	(2,067)	3,541	-
CDO/ABS	4,724	88	401	(514)	(343)	(393)	3,963	-
Total bonds available for sale	22,474	(1,269)	3,853	(1,551)	(690)	(3,452)	19,365	-
Bond trading securities:								
U.S. government and government sponsored entities	16	-	-	-	-	(16)	-	-
Non-U.S. governments	56	-	-	(35)	2	(6)	17	-
Corporate debt	121	(9)	-	(4)	-	(2)	106	(8)
RMBS	4	(24)	-	-	118	-	98	(26)
CMBS	325	96	-	(92)	34	(98)	265	146
CDO/ABS	6,865	2,287	-	(22)	4	-	9,134	2,503 ^(a)
Total bond trading securities	7,387	2,350	-	(153)	158	(122)	9,620	2,615
Equity securities available for sale:								
Common stock	35	(2)	10	2	10	-	55	-
Preferred stock	54	(5)	5	1	1	-	56	-
Mutual funds	6	-	-	(3)	(1)	-	2	-
Total equity securities available for sale	95	(7)	15	-	10	-	113	-
Equity securities trading	8	-	-	-	-	(7)	1	-
Other invested assets	6,910	62	493	(930)	1,721	(182)	8,074	(258)
Other assets	270	-	-	(270)	-	-	-	-
Separate account assets	1	-	-	-	-	(1)	-	-
Total	\$ 37,145	\$ 1,136	\$ 4,361	\$ (2,904)	\$ 1,199	\$ (3,764)	\$ 37,173	\$ 2,357
Liabilities:								
Policyholder contract deposits	\$ (5,214)	\$ (684)	\$ -	\$ (461)	\$ -	\$ 1,596	\$ (4,763)	\$ (378)
Derivative liabilities, net:								
Interest rate contracts	(1,469)	13	-	1,098	991	-	633	236

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Foreign exchange contracts	29	4	-	(1)	-	(19)	13	(7)
Equity contracts	74	(29)	-	(60)	20	-	5	2
Commodity contracts	22	-	-	(2)	-	-	20	-
Credit contracts	(4,545)	534	-	(265)	(2)	-	(4,278)	(740)
Other contracts	(176)	45	-	(3)	23	7	(104)	(12)
Total derivatives liabilities, net	(6,065)	567	-	767	1,032	(12)	(3,711)	(521)
Other long-term debt	(881)	(201)	-	690	(612)	-	(1,004)	235
Total	\$ (12,160)	\$ (318)	\$ -	\$ 996	\$ 420	\$ 1,584	\$ (9,478)	\$ (664)

(a) *In 2011, AIG made revisions to the presentation to include income from ML III. The prior periods have been revised to conform to the current period presentation.*

(b) *Total Level 3 derivative exposures have been netted in these tables for presentation purposes only.*

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Net realized and unrealized gains and losses related to Level 3 items shown above are reported in the Consolidated Statement of Operations as follows:

<i>(in millions)</i>	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Policyholder Benefits and Claims Incurred	Total
Three Months Ended					
September 30, 2011					
Bonds available for sale	\$ 193	\$ (300)	\$ 4	\$ -	\$ (103)
Bond trading securities	(1,333)	4	300	-	(1,029)
Equity securities available for sale	-	11	-	-	11
Equity securities trading	(1)	-	-	-	(1)
Other invested assets	(13)	(29)	15	-	(27)
Policyholder contract deposits	-	(928)	-	-	(928)
Derivative liabilities, net	1	54	(11)	-	44
Other long-term debt	-	-	183	-	183
Three Months Ended					
September 30, 2010					
Bonds available for sale	\$ 90	\$ (583)	\$ 4	\$ -	\$ (489)
Bond trading securities	449	-	65	-	514
Equity securities available for sale	-	(1)	-	-	(1)
Other invested assets	113	(9)	(27)	-	77
Policyholder contract deposits	-	81	22	(163)	(60)
Derivative liabilities, net	-	386	(643)	-	(257)
Other long-term debt	-	-	(139)	-	(139)
Nine Months Ended					
September 30, 2011					
Bonds available for sale	\$ 433	\$ (556)	\$ 12	\$ -	\$ (111)
Bond trading securities	(828)	4	14	-	(810)
Equity securities available for sale	-	26	-	-	26
Equity securities trading	-	-	-	-	-
Other invested assets	31	(81)	59	-	9
Policyholder contract deposits	-	(882)	-	-	(882)
Derivative liabilities, net	2	7	493	-	502
Other long-term debt	-	-	(28)	-	(28)
Nine Months Ended					
September 30, 2010					
Bonds available for sale	\$ 242	\$ (1,524)	\$ 13	\$ -	\$ (1,269)
Bond trading securities	1,806	-	544	-	2,350
Equity securities available for sale	-	(7)	-	-	(7)
Other invested assets	361	(257)	(42)	-	62

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Policyholder contract deposits	-	(616)	62	(130)	(684)
Derivative liabilities, net	-	385	182	-	567
Other long-term debt	-	-	(201)	-	(201)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the gross components of purchases, sales, issuances and settlements, net, shown above:

<i>(in millions)</i>	Purchases	Sales	Settlements	Purchases, Sales, Issuances and Settlements, Net*
Three Months Ended September 30, 2011				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 78	\$ -	\$ (4)	\$ 74
Non-U.S. governments	-	-	1	1
Corporate debt	58	(27)	(87)	(56)
RMBS	(11)	-	(426)	(437)
CMBS	178	-	(44)	134
CDO/ABS	405	-	(185)	220
Total bonds available for sale	708	(27)	(745)	(64)
Bond trading securities:				
Corporate debt	-	-	(1)	(1)
RMBS	197	-	(29)	168
CMBS	79	(90)	(5)	(16)
CDO/ABS	101	(93)	(139)	(131)
Total bond trading securities	377	(183)	(174)	20
Equity securities available for sale:				
Common stock	-	(8)	(3)	(11)
Preferred stock	-	-	-	-
Total equity securities available for sale	-	(8)	(3)	(11)
Other invested assets	156	(59)	(151)	(54)
Total assets	\$ 1,241	\$ (277)	\$ (1,073)	\$ (109)
Liabilities:				
Policyholder contract deposits	\$ -	\$ (32)	\$ 4	\$ (28)
Derivative liabilities, net:				
Interest rate contracts	-	-	9	9
Foreign exchange contracts	-	-	(5)	(5)
Equity contracts	1	-	(1)	-
Commodity contracts	-	-	(1)	(1)
Credit contracts	-	-	(5)	(5)
Other contracts	-	-	9	9
Total derivative liabilities, net	1	-	6	7
Other long-term debt	-	-	(14)	(14)

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Total liabilities	\$	1	\$	(32)	\$	(4)	\$	(35)
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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

<i>(in millions)</i>	Purchases	Sales	Settlements	Purchases, Sales, Issuances and Settlements, Net*
Nine Months Ended September 30, 2011				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 254	\$ -	\$ (6)	\$ 248
Non-U.S. governments	1	(1)	1	1
Corporate debt	478	(27)	(235)	216
RMBS	4,613	(22)	(1,085)	3,506
CMBS	419	(20)	(193)	206
CDO/ABS	666	-	(1,283)	(617)
Total bonds available for sale	6,431	(70)	(2,801)	3,560
Bond trading securities:				
Corporate debt	-	-	(10)	(10)
RMBS	300	-	(46)	254
CMBS	139	(144)	(87)	(92)
CDO/ABS	245	(219)	(247)	(221)
Total bond trading securities	684	(363)	(390)	(69)
Equity securities available for sale:				
Common stock	-	(31)	(7)	(38)
Preferred stock	-	-	-	-
Total equity securities available for sale	-	(31)	(7)	(38)
Equity securities trading	-	-	(1)	(1)
Other invested assets	506	(217)	(854)	(565)
Total assets	\$ 7,621	\$ (681)	\$ (4,053)	\$ 2,887
Liabilities:				
Policyholder contract deposits	\$ -	\$ (51)	\$ 16	\$ (35)
Derivative liabilities, net:				
Interest rate contracts	-	-	9	9
Foreign exchange contracts	-	-	(5)	(5)
Equity contracts	40	-	(2)	38
Commodity contracts	-	-	(21)	(21)
Credit contracts	-	-	(15)	(15)
Other contracts	-	-	49	49
Total derivative liabilities, net	40	-	15	55
Other long-term debt	-	-	242	242
Total liabilities	\$ 40	\$ (51)	\$ 273	\$ 262

*

There were no issuances during the three- and nine-month periods ended September 30, 2011.

Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3 in the tables above. As a result, the unrealized gains (losses) on instruments held at September 30, 2011 and 2010 may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in unobservable long-dated volatilities).

Transfers of Level 3 Assets and Liabilities

AIG's policy is to transfer assets and liabilities into Level 3 when a significant input cannot be corroborated with market observable data. This may include circumstances in which market activity has dramatically decreased

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

and transparency to underlying inputs cannot be observed, current prices are not available and substantial price variances in quotations among market participants exist.

In certain cases, the inputs used to measure the fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement. AIG's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment. In making the assessment, AIG considers factors specific to the asset or liability.

AIG's policy is to record transfers of assets and liabilities into or out of Level 3 at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. As a result, the Net realized and unrealized gains (losses) included in income or other comprehensive income and as shown in the table above excludes \$16 million and \$48 million of net gains related to assets and liabilities transferred into Level 3 during the three- and nine-month periods ended September 30, 2011, respectively, and includes \$38 million and \$50 million of net gains related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2011, respectively.

Transfers of Level 3 Assets

During the three- and nine-month periods ended September 30, 2011, transfers into Level 3 included certain RMBS, CMBS, ABS, private placement corporate debt and certain investment partnerships. The transfers into Level 3 related to investments in certain RMBS, CMBS and certain ABS were due to a decrease in market transparency, downward credit migration and an overall increase in price disparity for certain individual security types. Transfers into Level 3 for private placement corporate debt and certain other ABS were primarily the result of AIG adjusting matrix pricing information downward to better reflect the additional risk premium associated with those securities that AIG believes was not captured in the matrix. Certain investment partnerships were transferred into Level 3 due to these investments being carried at fair value and no longer being accounted for using the equity method of accounting, consistent with the changes to AIG's ownership and lack of ability to exercise significant influence over the respective investments. Other investment partnerships transferred into Level 3 represented interests in hedge funds carried at fair value with limited market activity due to fund-imposed redemption restrictions.

Assets are transferred out of Level 3 when circumstances change such that significant inputs can be corroborated with market observable data. This may be due to a significant increase in market activity for the asset, a specific event, one or more significant input(s) becoming observable or when a long-term interest rate significant to a valuation becomes short-term and thus observable. In addition, transfers out of Level 3 arise when investments are no longer carried at fair value as the result of a change in the applicable accounting methodology, given changes in the nature and extent of AIG's ownership interest. During the three- and nine-month periods ended September 30, 2011, transfers out of Level 3 primarily related to investments in private placement corporate debt, investments in certain CMBS, ABS and certain investment partnerships. Transfers out of Level 3 for private placement corporate debt and for ABS were primarily the result of AIG using observable pricing information or a third party pricing quotation that appropriately reflects the fair value of those securities, without the need for adjustment based on AIG's own assumptions regarding the characteristics of a specific security or the current liquidity in the market. Transfers out of Level 3 for certain CMBS and ABS investments were primarily due to increased observations of market transactions and price information for those securities. Certain investment partnerships were transferred out of Level 3 due to these investments no longer being carried at fair value, based on AIG's use of the equity method of accounting consistent with the changes to AIG's ownership and ability to exercise significant influence over the respective investments.

Transfers of Level 3 Liabilities

During the three- and nine-month periods ended September 30, 2011, there were no significant transfers into Level 3 liabilities. As AIG presents carrying values of its derivative positions on a net basis in the table above,

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

transfers out of Level 3 liabilities, which totaled approximately \$99 million and \$151 million for the three- and nine-month periods ended September 30, 2011, respectively, primarily related to certain derivative assets transferred into Level 3 because of the lack of observable inputs on certain forward commitments. Other transfers out of Level 3 liabilities were due to movement in market variables.

AIG uses various hedging techniques to manage risks associated with certain positions, including those classified within Level 3. Such techniques may include the purchase or sale of financial instruments that are classified within Level 1 and/or Level 2. As a result, the realized and unrealized gains (losses) for assets and liabilities classified within Level 3 presented in the table above do not reflect the related realized or unrealized gains (losses) on hedging instruments that are classified within Level 1 and/or Level 2.

Investments in certain entities carried at fair value using net asset value per share

The following table includes information related to AIG's investments in certain other invested assets, including private equity funds, hedge funds and other alternative investments that calculate net asset value per share (or its equivalent). For these investments, which are measured at fair value on a recurring or non-recurring basis, AIG uses the net asset value per share as a practical expedient to measure fair value.

(in millions)	Investment Category Includes	September 30, 2011		December 31, 2010	
		Fair Value Using Net Asset Value	Unfunded Commitments	Fair Value Using Net Asset Value	Unfunded Commitments
Investment Category					
<i>Private equity funds:</i>					
Leveraged buyout	Debt and/or equity investments made as part of a transaction in which assets of mature companies are acquired from the current shareholders, typically with the use of financial leverage	\$ 3,399	\$ 1,046	\$ 3,137	\$ 1,151
Non-U.S.	Investments that focus primarily on Asian and European based buyouts, expansion capital, special situations, turnarounds, venture capital, mezzanine and distressed opportunities strategies	190	60	172	67
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an eventual realization event, such as an initial public offering or sale of the company	490	105	325	42
Distressed	Securities of companies that are already in default, under bankruptcy protection, or troubled	223	64	258	67
Other	Real estate, energy, multi-strategy, mezzanine, and industry-focused strategies	272	110	373	147
Total private equity funds		4,574	1,385	4,265	1,474
<i>Hedge funds:</i>					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	839	2	1,310	2
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	905	-	1,038	-
Relative value	Funds that seek to benefit from market inefficiencies and value discrepancies between related investments	115	-	230	-
Distressed	Securities of companies that are already in default, under bankruptcy protection or troubled	317	2	369	20

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Other	Non-U.S. companies, futures and commodities, macro and multi-strategy and industry-focused strategies	703	-	708	-
Total hedge funds		2,879	4	3,655	22
Total		\$ 7,453	\$ 1,389	\$ 7,920*	\$ 1,496

*

Includes investments of entities classified as held for sale of \$415 million at December 31, 2010.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

At September 30, 2011, private equity fund investments included above are not redeemable during the lives of the funds and have expected remaining lives that extend in some cases more than 10 years. At that date, 34 percent of the total above had expected remaining lives of less than three years, 52 percent between three and seven years and 14 percent between seven and 10 years. Expected lives are based upon legal maturity, which can be extended at the fund manager's discretion, typically in one-year increments.

At September 30, 2011, hedge fund investments included above are redeemable monthly (12 percent), quarterly (53 percent), semi-annually (8 percent) and annually (27 percent), with redemption notices ranging from 1 day to 180 days. More than 78 percent require redemption notices of less than 90 days. Investments representing approximately 52 percent of the value of the hedge fund investments cannot be redeemed, either in whole or in part, because the investments include various restrictions. The majority of these restrictions were put in place in 2008 and do not have stated end dates. The remaining restrictions, which have pre-defined end dates, are generally expected to be lifted by the end of 2012. The partial restrictions relate to certain hedge funds that hold at least one investment that the fund manager deems to be illiquid. In order to treat investors fairly and to accommodate subsequent subscription and redemption requests, the fund manager isolates these illiquid assets from the rest of the fund until the assets become liquid.

Fair Value Measurements on a Non-Recurring Basis

AIG also measures the fair value of certain assets on a non-recurring basis, generally quarterly, annually or when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. These assets include cost and equity method investments, life settlement contracts, flight equipment primarily under operating leases, collateral securing foreclosed loans and real estate and other fixed assets, goodwill and other intangible assets. AIG uses a variety of techniques to measure the fair value of these assets when appropriate, as described below:

Cost and Equity Method Investments: When AIG determines that the carrying value of these assets may not be recoverable, AIG records the assets at fair value with the loss recognized in earnings. In such cases, AIG measures the fair value of these assets using the techniques discussed above in Valuation Methodologies Direct Private Equity Investments Other Invested Assets and Valuation Methodologies Hedge Funds, Private Equity Funds and Other Investment Partnerships Other Invested Assets.

Life Settlement Contracts: AIG measures the fair value of individual life settlement contracts (which are included in Other invested assets) whenever the carrying value plus the undiscounted future costs that are expected to be incurred to keep the life settlement contract in force exceed the expected proceeds from the contract. In those situations, the fair value is determined on a discounted cash flow basis, incorporating current life expectancy assumptions. The discount rate incorporates current information about market interest rates, the credit exposure to the insurance company that issued the life settlement contract and AIG's estimate of the risk margin an investor in the contracts would require.

Flight Equipment Primarily Under Operating Leases: AIG evaluates quarterly the need to perform a recoverability assessment of held for use aircraft considering applicable accounting requirements and performs this assessment at least annually for all aircraft in the fleet. When AIG determines that the carrying value of its commercial aircraft may not be recoverable, AIG records the aircraft at fair value with the loss recognized in earnings. The impairment assessment involves a two-step process in which an initial assessment for potential impairment is performed whenever events or changes in circumstances indicate an aircraft's carrying amount may not be recoverable. If potential impairment is present, undiscounted cash flows are compared to the carrying value and, if less, the amount of impairment is measured and recorded. AIG measures the fair value of its commercial aircraft using an income approach based on the present value of all cash flows from existing contractual and projected lease payments for the period extending to the end of the aircraft's economic life in its highest and best use configuration, plus its disposition value based on expectations of a market participant.

Collateral Securing Foreclosed Loans on Real Estate and Other Fixed Assets: When AIG takes collateral in connection with foreclosed loans, AIG generally bases its estimate of fair value on the price that would be received in a current transaction to sell the asset by itself, by reference to observable transactions for similar assets.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Goodwill: AIG tests goodwill for impairment annually or more frequently whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. When AIG determines that goodwill may be impaired, AIG uses techniques including market-based earning multiples of peer companies, discounted expected future cash flows, appraisals, or, in the case of reporting units being considered for sale, third-party indications of fair value of the reporting unit, if available, to determine the amount of any impairment.

Long-Lived Assets: AIG tests its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. AIG measures the fair value of long-lived assets based on an in-use premise that considers the same factors used to estimate the fair value of its real estate and other fixed assets under an in-use premise.

Businesses Held for Sale: When AIG determines that a business qualifies as held for sale and AIG's carrying amount is greater than the expected sale price less cost to sell, AIG records an impairment loss for the difference.

See Notes 2(d), (f), (g) and (h) to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K for additional information about how AIG tests various asset classes for impairment.

The following table presents assets (held as of the dates presented, but excluding discontinued operations) measured at fair value on a non-recurring basis at the time of impairment and the related impairment charges recorded during the periods presented:

(in millions)	Assets at Fair Value Non-Recurring Basis				Impairment Charges			
	Level 1	Level 2	Level 3	Total	Three Months Ended September 30,		Nine Months Ended September 30,	
					2011	2010	2011	2010
September 30, 2011								
Investment real estate	\$ -	\$ -	\$ 525	\$ 525	\$ -	\$ 21	\$ 15	\$ 551
Other investments	-	194	2,105	2,299	181	29	526	106
Aircraft*	-	-	1,501	1,501	1,518	465	1,676	872
Other assets	-	-	-	-	-	-	-	5
Total	\$ -	\$ 194	\$ 4,131	\$ 4,325	\$ 1,699	\$ 515	\$ 2,217	\$ 1,534
December 31, 2010								
Investment real estate	\$ -	\$ -	\$ 1,588	\$ 1,588				
Other investments	-	4	2,388	2,392				
Aircraft	-	-	4,224	4,224				
Other assets	-	-	2	2				
Total	\$ -	\$ 4	\$ 8,202	\$ 8,206				

*

Aircraft impairment charges include fair value adjustments on aircraft.

Fair Value Option

Under the fair value option, AIG may elect to measure at fair value financial assets and financial liabilities that are not otherwise required to be carried at fair value. Subsequent changes in fair value for designated items are reported in earnings.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the gains or losses recorded related to the eligible instruments for which AIG elected the fair value option:

(in millions)	Gain (Loss) Three Months Ended September 30,		Gain (Loss) Nine Months Ended September 30,	
	2011	2010	2011	2010
Assets:				
Mortgage and other loans receivable	\$ (3)	\$ 28	\$ (2)	\$ 65
Bonds and equity securities	(138)	1,644	1,299	2,248
Trading ML II interest	(43)	156	32	436
Trading ML III interest	(931)	301	(854)	1,410
Securities purchased under agreements to resell	-	18	-	14
Retained interest in AIA	(2,315)	-	268	-
Short-term investments and other invested assets and Other assets	12	4	40	(40)
Liabilities:				
Policyholder contract deposits	-	(163)	-	(130)
Debt	(447)	(1,228)	(919)	(2,329)
Other liabilities	84	(1)	(91)	1
Total gain (loss)*	\$ (3,781)	\$ 759	\$ (227)	\$ 1,675

*

Excludes discontinued operations gains or losses on instruments that are required to be carried at fair value. For instruments required to be carried at fair value, AIG recognized losses of \$102 million and gains of \$2.1 billion for the three months ended September 30, 2011 and 2010, respectively, and gains of \$819 million and \$2.8 billion for the nine months ended September 30, 2011 and 2010, respectively, that were primarily due to changes in the fair value of derivatives, trading securities and certain other invested assets for which the fair value option was not elected.

Interest income and expense and dividend income on assets and liabilities elected under the fair value option are recognized and classified in the Consolidated Statement of Operations depending on the nature of the instrument and related market conventions. For Direct Investment book-related activity, interest, dividend income and interest expense are included in Other income. Otherwise, interest and dividend income are included in Net investment income in the Consolidated Statement of Operations. Gains and losses on AIG's Maiden Lane interests are recorded in Net investment income. See Note 2(a) to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K for additional information about AIG's policies for recognition, measurement, and disclosure of interest and dividend income and interest expense.

During the three- and nine-month periods ended September 30, 2011, AIG recognized gains of \$459 million and \$475 million, respectively, and during the three- and nine-month periods ended September 30, 2010, AIG recognized losses of \$342 million and \$732 million, respectively, attributable to the observable effect of changes in credit spreads on AIG's own liabilities for which the fair value option was elected. AIG calculates the effect of these credit spread changes using discounted cash flow techniques that incorporate current market interest rates, AIG's observable credit spreads on these liabilities and other factors that mitigate the risk of nonperformance such as cash collateral posted.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

The following table presents the difference between fair values and the aggregate contractual principal amounts of mortgage and other loans receivable and long-term borrowings for which the fair value option was elected:

<i>(in millions)</i>	September 30, 2011			December 31, 2010		
	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
Assets:						
Mortgage and other loans receivable	\$ 104	\$ 161	\$ (57)	\$ 143	\$ 203	\$ (60)
Liabilities:						
Long-term debt	\$ 10,394	\$ 7,988	\$ 2,406	\$ 10,778	\$ 8,977	\$ 1,801

At September 30, 2011 and December 31, 2010, there were no significant mortgage or other loans receivable for which the fair value option was elected that were 90 days or more past due and in non-accrual status.

Fair Value Information about Financial Instruments Not Measured at Fair Value

Information regarding the estimation of fair value for financial instruments not carried at fair value (excluding insurance contracts and lease contracts) is discussed below:

Mortgage and other loans receivable: Fair values of loans on real estate and collateral loans were estimated for disclosure purposes using discounted cash flow calculations based upon discount rates that AIG believes market participants would use in determining the price that they would pay for such assets. For certain loans, AIG's current incremental lending rates for similar type loans is used as the discount rate, as it is believed that this rate approximates the rates that market participants would use. The fair values of policy loans were not estimated as AIG believes it would have to expend excessive costs for the benefits derived.

Other Invested Assets: The majority of Other invested assets that are not measured at fair value represent investments in hedge funds, private equity funds and other investment partnerships for which AIG uses the equity method of accounting. The fair value of AIG's investment in these funds is measured based on AIG's share of the funds' reported net asset value.

Cash and short-term investments: The carrying values of these assets approximate fair values because of the relatively short period of time between origination and expected realization, and their limited exposure to credit risk.

Policyholder contract deposits associated with investment-type contracts: Fair values for policyholder contract deposits associated with investment-type contracts not accounted for at fair value were estimated for disclosure purposes using discounted cash flow calculations based upon interest rates currently being offered for similar contracts with maturities consistent with those remaining for the contracts being valued. Where no similar contracts are being offered, the discount rate is the appropriate tenor swap rate (if available) or current risk-free interest rate consistent with the currency in which the cash flows are denominated.

Long-term debt: Fair values of these obligations were determined for disclosure purposes by reference to quoted market prices, where available and appropriate, or discounted cash flow calculations based upon AIG's current market-observable implicit-credit-spread rates for similar types of borrowings with maturities consistent with those remaining for the debt being valued.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents the carrying value and estimated fair value of AIG's financial instruments not measured at fair value:

(in millions)	September 30, 2011		December 31, 2010	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Assets:				
Mortgage and other loans receivable	\$ 19,175	\$ 20,132	\$ 20,094	\$ 20,285
Other invested assets*	19,332	17,927	19,472	18,864
Short-term investments	21,562	21,562	19,878	19,878
Cash	1,542	1,542	1,558	1,558
Liabilities:				
Policyholder contract deposits associated with investment-type contracts	117,302	123,150	102,585	112,710
Long-term debt (including Federal Reserve Bank of New York credit facility)	66,150	62,786	94,318	93,745

*

Excludes aircraft asset investments held by non-Aircraft Leasing subsidiaries.

7. Investments**Securities Available for Sale**

The following table presents the amortized cost or cost and fair value of AIG's available for sale securities:

(in millions)	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Other-Than-Temporary Impairments in AOCI ^(a)
September 30, 2011					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 7,123	\$ 434	\$ (3)	\$ 7,554	\$ -
Obligations of states, municipalities and political subdivisions	36,921	2,558	(89)	39,390	(29)
Non-U.S. governments	18,969	761	(76)	19,654	-
Corporate debt	136,018	11,811	(1,563)	146,266	94
Mortgage-backed, asset-backed and collateralized:					

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RMBS	32,448	1,507	(1,397)	32,558	(625)
CMBS	8,168	458	(986)	7,640	(143)
CDO/ABS	6,743	498	(474)	6,767	54
Total mortgage-backed, asset-backed and collateralized					
	47,359	2,463	(2,857)	46,965	(714)
Total bonds available for sale^(b)					
	246,390	18,027	(4,588)	259,829	(649)
Equity securities available for sale:					
Common stock	1,652	1,444	(68)	3,028	-
Preferred stock	83	31	-	114	-
Mutual funds	55	12	-	67	-
Total equity securities available for sale					
	1,790	1,487	(68)	3,209	-
Total	\$ 248,180	\$ 19,514	\$ (4,656)	\$ 263,038	\$ (649)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

<i>(in millions)</i>	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Other-Than- Temporary Impairments in AOCI^(a)
December 31, 2010					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 7,239	\$ 184	\$ (73)	\$ 7,350	\$ -
Obligations of states, municipalities and political subdivisions	45,297	1,725	(402)	46,620	2
Non-U.S. governments	14,780	639	(75)	15,344	(28)
Corporate debt	118,729	8,827	(1,198)	126,358	99
Mortgage-backed, asset-backed and collateralized:					
RMBS	20,661	700	(1,553)	19,808	(648)
CMBS	7,320	240	(1,149)	6,411	(218)
CDO/ABS	6,643	402	(634)	6,411	32
Total mortgage-backed, asset-backed and collateralized	34,624	1,342	(3,336)	32,630	(834)
Total bonds available for sale^(b)	220,669	12,717	(5,084)	228,302	(761)
Equity securities available for sale:					
Common stock	1,820	1,931	(52)	3,699	-
Preferred stock	400	88	(1)	487	-
Mutual funds	351	46	(2)	395	-
Total equity securities available for sale	2,571	2,065	(55)	4,581	-
Total^(c)	\$ 223,240	\$ 14,782	\$ (5,139)	\$ 232,883	\$ (761)

(a)

Represents the amount of other-than-temporary impairment losses recognized in Accumulated other comprehensive income. Amount includes unrealized gains and losses on impaired securities relating to changes in the value of such securities subsequent to the impairment measurement date.

(b) *At September 30, 2011 and December 31, 2010, bonds available for sale held by AIG that were below investment grade or not rated totaled \$20.9 billion and \$18.6 billion, respectively.*

(c) *Excludes \$80.5 billion of available for sale securities at fair value from businesses held for sale. See Note 4 herein.*

During the third quarter of 2011, Chartis entered into financing transactions using municipal bonds to support statutory capital by generating taxable income. In these transactions, certain available for sale high grade municipal bonds were loaned to counterparties, primarily commercial banks and brokerage firms, who receive the tax-exempt income from the bonds. In return, the counterparties are required to pay Chartis an income stream equal to the bond coupon of the loaned securities, plus a fee. To secure their borrowing of the securities, counterparties are required to post liquid collateral (such as high quality fixed maturity securities and cash) equal to at least 102 percent of the fair value of the loaned securities to third-party custodians for Chartis' benefit in the event of default by the counterparties. The collateral is maintained in a third-party custody account and is trued-up daily based on daily fair value measurements from a third-party pricing source. Chartis is not permitted to sell, repledge or otherwise control the collateral unless an event of default occurs by the counterparties. At the termination of these transactions, Chartis and its counterparties are obligated to return the collateral maintained in the third-party custody account and the identical municipal bonds loaned, respectively. These transactions are accounted for as secured financing arrangements. Under these secured financing arrangements, securities available for sale with a fair value of \$1.2 billion at September 30, 2011 were loaned to counterparties against collateral equal to at least 102 percent of the fair value of the loaned securities.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)*Unrealized Losses on Securities Available for Sale*

The following table summarizes the fair value and gross unrealized losses on AIG's available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position:

(in millions)	12 Months or Less		More than 12 Months		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
September 30, 2011						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 314	\$ 3	\$ -	\$ -	\$ 314	\$ 3
Obligations of states, municipalities and political subdivisions	635	6	667	83	1,302	89
Non-U.S. governments	3,271	63	148	13	3,419	76
Corporate debt	21,465	888	5,182	675	26,647	1,563
RMBS	7,019	558	4,094	839	11,113	1,397
CMBS	2,060	275	1,627	711	3,687	986
CDO/ABS	1,052	49	1,672	425	2,724	474
Total bonds available for sale	35,816	1,842	13,390	2,746	49,206	4,588
Equity securities available for sale:						
Common stock	483	68	-	-	483	68
Preferred stock	13	-	-	-	13	-
Mutual funds	-	-	-	-	-	-
Total equity securities available for sale	496	68	-	-	496	68
Total	\$ 36,312	\$ 1,910	\$ 13,390	\$ 2,746	\$ 49,702	\$ 4,656
December 31, 2010*						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 2,142	\$ 73	\$ -	\$ -	\$ 2,142	\$ 73
Obligations of states, municipalities and political subdivisions	9,300	296	646	106	9,946	402
Non-U.S. governments	1,427	34	335	41	1,762	75
Corporate debt	18,246	579	7,343	619	25,589	1,198
RMBS	4,461	105	6,178	1,448	10,639	1,553
CMBS	462	19	3,014	1,130	3,476	1,149
CDO/ABS	996	48	2,603	586	3,599	634
Total bonds available for sale	37,034	1,154	20,119	3,930	57,153	5,084
Equity securities available for sale:						
Common stock	576	52	-	-	576	52
Preferred stock	11	1	-	-	11	1

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Mutual funds	65	2	-	-	65	2
Total equity securities available for sale	652	55	-	-	652	55
Total	\$ 37,686	\$ 1,209	\$ 20,119	\$ 3,930	\$ 57,805	\$ 5,139

*
Excludes fixed maturity and equity securities of businesses held for sale. See Note 4 herein.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

At September 30, 2011, AIG held 7,829 and 317 individual fixed maturity and equity securities, respectively, that were in an unrealized loss position, of which 1,904 of individual securities were in a continuous unrealized loss position for longer than 12 months. AIG did not recognize the unrealized losses in earnings on these fixed maturity securities at September 30, 2011, because management neither intends to sell the securities nor does it believe that it is more likely than not that it will be required to sell these securities before recovery of their amortized cost basis. Furthermore, management expects to recover the entire amortized cost basis of these securities. In performing this evaluation, management considered the recovery periods for securities in previous periods of broad market declines. For fixed maturity securities with significant declines, management performed fundamental credit analysis on a security-by-security basis, which included consideration of credit enhancements, expected defaults on underlying collateral, review of relevant industry analyst reports and forecasts and other available market data.

Contractual Maturities of Securities Available for Sale

The following table presents the amortized cost and fair value of fixed maturity securities available for sale by contractual maturity:

September 30, 2011 (in millions)	Total Fixed Maturity Available for Sale Securities		Fixed Maturity Securities in a Loss Position	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 10,270	\$ 10,375	\$ 2,224	\$ 2,201
Due after one year through five years	57,234	59,506	11,774	11,321
Due after five years through ten years	67,695	72,002	12,548	11,950
Due after ten years	63,832	70,981	6,867	6,210
Mortgage-backed, asset-backed and collateralized	47,359	46,965	20,381	17,524
Total	\$ 246,390	\$ 259,829	\$ 53,794	\$ 49,206

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

The following table presents the gross realized gains and gross realized losses from sales or redemptions of AIG's available for sale securities:

(in millions)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2011		2010		2011		2010	
	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses
Fixed maturities	\$ 612	\$ 11	\$ 879	\$ 46	\$ 1,462	\$ 104	\$ 1,449	\$ 143
Equity securities	30	10	184	43	178	18	477	73
Total	\$ 642	\$ 21	\$ 1,063	\$ 89	\$ 1,640	\$ 122	\$ 1,926	\$ 216

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For the three- and nine-month periods ended September 30, 2011, the aggregate fair value of available for sale securities sold was \$9.0 billion and \$33.1 billion, respectively, which resulted in net realized capital gains of \$620 million and \$1.5 billion, respectively.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Trading Securities**

The following table presents the fair value of AIG's trading securities:

(in millions)	September 30, 2011		December 31, 2010	
	Fair Value	Percent of Total	Fair Value	Percent of Total
Fixed Maturities:				
U.S. government and government sponsored entities	\$ 7,557	31%	\$ 6,902	21%
Non-U.S. governments	36	-	125	1
Corporate debt	781	3	912	3
State, territories and political subdivisions	257	1	316	1
Mortgage-backed, asset-backed and collateralized:				
RMBS	1,715	7	1,928	6
CMBS	1,838	7	2,078	6
CDO/ABS and other collateralized	5,704	23	6,331	19
Total mortgage-backed, asset-backed and collateralized	9,257	37	10,337	31
ML II	1,310	5	1,279	4
ML III	5,456	22	6,311	19
Total fixed maturities	24,654	99	26,182	80
Equity securities:				
MetLife	-	-	6,494	20
All other	148	1	158	-
Total equity securities	148	1	6,652	20
Total	\$ 24,802	100%	\$ 32,834	100%

Evaluating Investments for Other-Than-Temporary Impairments

For a discussion of AIG's policy for evaluating investments for other-than-temporary impairments, see pages 276 - 279 of Note 7 to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Credit Impairments**

The following table presents a rollforward of the credit impairments recognized in earnings for available for sale fixed maturity securities held by AIG^(a):

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Balance, beginning of period	\$ 6,396	\$ 8,007	\$ 6,786	\$ 7,803
Increases due to:				
Credit impairments on new securities subject to impairment losses	169	142	254	432
Additional credit impairments on previously impaired securities	222	278	457	1,088
Reductions due to:				
Credit impaired securities fully disposed for which there was no prior intent or requirement to sell	(133)	(227)	(458)	(791)
Credit impaired securities for which there is a current intent or anticipated requirement to sell	-	(493)	-	(498)
Accretion on securities previously impaired due to credit ^(b)	(148)	(83)	(355)	(269)
Hybrid securities with embedded credit derivatives reclassified to Bond trading securities	-	(748)	(179)	(748)
Other ^(c)	-	(181)	1	(322)
Balance, end of period	\$ 6,506	\$ 6,695	\$ 6,506	\$ 6,695

(a) Includes structured, corporate, municipal and sovereign fixed maturity securities.

(b) Represents accretion recognized due to changes in cash flows expected to be collected over the remaining expected term of the credit impaired securities as well as the accretion due to the passage of time.

(c) In 2010, primarily consists of activity associated with held for sale entities.

Purchased Credit Impaired (PCI) Securities

Beginning in the second quarter of 2011, AIG purchased certain RMBS securities that had experienced deterioration in credit quality since their issuance. Management determined, based on its expectations as to the timing and amount of cash flows expected to be received, that it was probable at acquisition that AIG would not collect all contractually required payments, including both principal and interest and considering the effects of prepayments, for these PCI securities. At acquisition, the timing and amount of the undiscounted future cash flows expected to be received on each PCI security was determined based on management's best estimate using key assumptions, such as interest rates, default rates and prepayment speeds. At acquisition, the difference between the undiscounted expected future cash flows of the PCI securities and the recorded investment in the securities represents the initial accretable yield, which is to be accreted into net investment income over their remaining lives on a level-yield basis. Additionally, the difference between the contractually required payments on the PCI securities and the undiscounted expected future cash flows represents the non-accretable difference at acquisition. Over time, based on actual payments received and changes in estimates of undiscounted expected future cash flows, the accretable yield and the non-accretable difference can change, as discussed further below.

On a quarterly basis, the undiscounted expected future cash flows associated with PCI securities are re-evaluated based on updates to key assumptions. Changes to undiscounted expected future cash flows due solely to the changes in the contractual benchmark interest rates on

variable rate PCI securities will change the accretable yield prospectively. Declines in undiscounted expected future cash flows due to further credit deterioration as well as changes in the expected timing of the cash flows can result in the recognition of an other-than-temporary impairment charge, as PCI securities are subject to AIG's policy for evaluating investments

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

for other-than-temporary impairment. Significant increases in undiscounted expected future cash flows for reasons other than interest rate changes are recognized prospectively as an adjustment to the accretable yield.

The following tables present information on AIG's PCI securities, which are included in bonds available for sale:

<i>(in millions)</i>	At Date of Acquisition	
Contractually required payments (principal and interest)	\$	10,824
Cash flows expected to be collected*		8,250
Recorded investment in acquired securities		5,562

*

Represents undiscounted expected cash flows, including both principal and interest.

<i>(in millions)</i>	September 30, 2011	
Outstanding principal balance	\$	7,755
Amortized cost		5,233
Fair value		4,894

The following table presents activity for the accretable yield on PCI securities:

(in millions)

Three Months Ended September 30, 2011	
Balance, June 30, 2011	\$ 2,276
Newly purchased PCI securities	306
Accretion	(119)
Effect of changes in interest rate indices	(46)
Net reclassification from (to) non-accretable difference, including effects of prepayments	(93)
Balance, September 30, 2011	\$ 2,324

Six Months Ended September 30, 2011

Balance, March 31, 2011	\$ -
Newly purchased PCI securities	2,688
Accretion	(194)
Effect of changes in interest rate indices	(54)
Net reclassification from (to) non-accretable difference, including effects of prepayments	(116)

Balance, September 30, 2011 \$ 2,324

8. Lending Activities

The following table presents the composition of Mortgage and other loans receivable:

<i>(in millions)</i>	September 30, 2011	December 31, 2010
Commercial mortgages	\$ 13,342	\$ 13,571
Life insurance policy loans	3,064	3,133
Commercial loans, other loans and notes receivable	3,634	4,411
Total mortgage and other loans receivable	20,040	21,115
Allowance for losses	(761)	(878)
Mortgage and other loans receivable, net	\$ 19,279	\$ 20,237

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Commercial mortgages primarily represent loans for office, retail and industrial properties, with exposures in California and New York representing the largest geographic concentrations (24 percent and 11 percent, respectively, at September 30, 2011). Over 98 percent and 97 percent of the commercial mortgages were current as to payments of principal and interest at September 30, 2011 and December 31, 2010, respectively.

The following table presents the credit quality indicators for commercial mortgage loans:

September 30, 2011 (dollars in millions)	Number of Loans	Class							Total	Percent of Total
		Apartments	Offices	Retail	Industrial	Hotel	Others			
Credit Quality Indicator:										
In good standing	1,045	\$ 1,793	\$ 4,602	\$ 2,267	\$ 1,938	\$ 894	\$ 1,284	\$ 12,778	96%	
Restructured ^(a)	12	49	185	-	4	-	68	306	2	
90 days or less delinquent	2	1	11	-	-	-	-	12	-	
>90 days delinquent or in process of foreclosure	20	43	124	-	2	-	77	246	2	
Total ^(b)	1,079	\$ 1,886	\$ 4,922	\$ 2,267	\$ 1,944	\$ 894	\$ 1,429	\$ 13,342	100%	
Valuation allowance		\$ 40	\$ 152	\$ 29	\$ 75	\$ 16	\$ 37	\$ 349	3%	

(a) Loans that have been modified in troubled debt restructurings and are performing according to their restructured terms. See discussion of troubled debt restructurings below.

(b) Does not reflect valuation allowances.

Methodology used to estimate the allowance for credit losses

For commercial mortgage loans, impaired value is based on the fair value of underlying collateral, which is determined based on the expected net future cash flows of the collateral, less estimated costs to sell. An allowance is typically established for the difference between the impaired value of the loan and its current carrying amount. Additional allowance amounts are established for incurred but not specifically identified impairments, based on the analysis of internal risk ratings and current loan values. Internal risk ratings are assigned based on the consideration of risk factors including debt service coverage, loan-to-value ratio or the ratio of the loan balance to the estimated value of the property, property occupancy, profile of the borrower and of the major property tenants, economic trends in the market where the property is located, and condition of the property. These factors and the resulting risk ratings also provide a basis for determining the level of monitoring performed at both the individual loan and the portfolio level. When all or a portion of a commercial mortgage loan is deemed uncollectible, the uncollectible portion of the carrying value of the loan is charged off against the allowance.

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A significant majority of commercial mortgage loans in the portfolio are non-recourse loans and, accordingly, the only guarantees are for specific items that are exceptions to the non-recourse provisions. It is therefore extremely rare for AIG to have cause to enforce the provisions of a guarantee on a commercial real estate or mortgage loan.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

The following table presents a rollforward of the changes in the allowance for losses on Mortgage and other loans receivable:

Nine Months Ended September 30, <i>(in millions)</i>	2011			2010		
	Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
Allowance, beginning of year	\$ 470	\$ 408	\$ 878	\$ 432	\$ 2,012	\$ 2,444
Loans charged off	(40)	(46)	(86)	(210)	(103)	(313)
Recoveries of loans previously charged off	36	-	36	-	12	12
Net charge-offs	(4)	(46)	(50)	(210)	(91)	(301)
Provision for loan losses	(62)	50	(12)	278	39	317
Other	(55)	-	(55)	18	(48)	(30)
Reclassified to Assets of businesses held for sale	-	-	-	(106)	(1,421)	(1,527)
Allowance, end of period	\$ 349*	\$ 412	\$ 761	\$ 412*	\$ 491	\$ 903

*

Of the total, \$105 million and \$101 million relates to individually assessed credit losses on \$570 million and \$703 million of commercial mortgage loans as of September 30, 2011 and 2010, respectively

Troubled Debt Restructurings

AIG modifies loans to optimize their returns and improve their collectability, among other things. When such a modification is undertaken with a borrower that is experiencing financial difficulty and the modification involves AIG granting a concession to the troubled debtor, the modification is deemed to be a troubled debt restructuring (TDR). AIG assesses whether a borrower is experiencing financial difficulty based on a variety of factors, including the borrower's current default on any of its outstanding debt, the probability of a default on any of its debt in the foreseeable future without the modification, the insufficiency of the borrower's forecasted cash flows to service any of its outstanding debt (including both principal and interest), and the borrower's inability to access alternative third-party financing at an interest rate that would be reflective of current market conditions for a non-troubled debtor. Concessions granted may include extended maturity dates, interest rate changes, principal forgiveness, payment deferrals and easing of loan covenants.

As of September 30, 2011, there were no significant loans held by AIG that had been modified in a TDR during 2011.

9. Variable Interest Entities

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A variable interest entity (VIE) is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured such that equity investors lack the ability to make significant decisions relating to the entity's operations through voting rights and do not substantively participate in the gains and losses of the entity. Consolidation of a VIE by its primary beneficiary is not based on majority voting interest, but is based on other criteria discussed below.

While AIG enters into various arrangements with VIEs in the normal course of business, AIG's involvement with VIEs is primarily via its insurance companies as a passive investor in debt securities (rated and unrated) and equity interests issued by VIEs. In all instances, AIG consolidates the VIE when it determines it is the primary beneficiary. This analysis includes a review of the VIE's capital structure, contractual relationships and terms, nature of the VIE's operations and purpose, nature of the VIE's interests issued and AIG's involvements with the entity. AIG also evaluates the design of the VIE and the related risks the entity was designed to expose the variable interest holders to in evaluating consolidation.

For VIEs with attributes consistent with that of an investment company or a money market fund, the primary beneficiary is the party or group of related parties that absorbs a majority of the expected losses of the VIE, receives the majority of the expected residual returns of the VIE, or both.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

For all other variable interest entities, the primary beneficiary is the entity that has both (1) the power to direct the activities of the VIE that most significantly affect the entity's economic performance and (2) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. While also considering these factors, the consolidation conclusion depends on the breadth of AIG's decision-making ability and its ability to influence activities that significantly affect the economic performance of the VIE.

Exposure to Loss

AIG's total off-balance sheet exposure associated with VIEs, primarily consisting of financial guarantees and commitments to real estate and investment funds, was \$0.4 billion and \$1.0 billion at September 30, 2011 and December 31, 2010, respectively.

The following table presents AIG's total assets, total liabilities and off-balance sheet exposure associated with its variable interests in consolidated VIEs:

<i>(in billions)</i>	VIE Assets*		VIE Liabilities		Off-Balance Sheet Exposure	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
AIA/ALICO SPVs	\$ 14.3	\$ 48.6	\$ 0.2	\$ 0.9	\$ -	\$ -
Real estate and investment funds	1.7	3.8	0.7	1.2	0.1	0.1
Commercial paper conduit	0.6	0.5	0.3	0.2	-	-
Affordable housing partnerships	2.6	2.9	0.4	0.4	-	-
Other	4.3	4.7	1.7	2.1	-	-
VIEs of businesses held for sale	-	0.4	-	-	-	-
Total	\$ 23.5	\$ 60.9	\$ 3.3	\$ 4.8	\$ 0.1	\$ 0.1

*

The assets of each VIE can be used only to settle specific obligations of that VIE.

AIG calculates its maximum exposure to loss to be (i) the amount invested in the debt or equity of the VIE, (ii) the notional amount of VIE assets or liabilities where AIG has also provided credit protection to the VIE with the VIE as the referenced obligation, and (iii) other commitments and guarantees to the VIE. Interest holders in VIEs sponsored by AIG generally have recourse only to the assets and cash flows of the VIEs and do not have recourse to AIG, except in limited circumstances when AIG has provided a guarantee to the VIE's interest holders.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table presents total assets of unconsolidated VIEs in which AIG holds a variable interest, as well as AIG's maximum exposure to loss associated with these VIEs:

(in billions)	Total VIE Assets	Maximum Exposure to Loss		Total
		On-Balance Sheet	Off-Balance Sheet	
September 30, 2011				
Real estate and investment funds	\$ 20.7	\$ 2.3	\$ 0.3	\$ 2.6
Affordable housing partnerships	0.6	0.6	-	0.6
Maiden Lane Interests	27.9	6.8	-	6.8
Other	1.6	-	-	-
Total	\$ 50.8	\$ 9.7	\$ 0.3	\$ 10.0
December 31, 2010				
Real estate and investment funds	\$ 18.5	\$ 2.5	\$ 0.3	\$ 2.8
Affordable housing partnerships	0.6	0.6	-	0.6
Maiden Lane Interests	40.1	7.6	-	7.6
Other	1.6	0.1	0.5	0.6
VIEs of businesses held for sale	2.0	0.4	0.1	0.5
Total	\$ 62.8	\$ 11.2	\$ 0.9	\$ 12.1

Balance Sheet Classification

AIG's interests in the assets and liabilities of consolidated and unconsolidated VIEs were classified in the Consolidated Balance Sheet as follows:

(in billions)	Consolidated VIEs		Unconsolidated VIEs	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
Assets:				
Available for sale securities	\$ 0.5	\$ 3.3	\$ -	\$ -
Trading securities	1.5	8.1	6.8	7.7
Mortgage and other loans receivable	0.9	0.7	-	-
Other invested assets	16.8	18.3	2.9	3.1
Other asset accounts	3.8	30.1	-	0.1
Assets held for sale	-	0.4	-	0.3
Total	\$ 23.5	\$ 60.9	\$ 9.7	\$ 11.2
Liabilities:				
Other long-term debt	\$ 2.0	\$ 2.6	\$ -	\$ -
Other liability accounts	1.3	2.2	-	-

Total	\$	3.3	\$	4.8	\$	-	\$	-
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See Notes 6, 7 and 11 to the Consolidated Financial Statements in AIG's 2010 Annual Report on Form 10-K for additional information on RMBS, CMBS, and other asset-backed securities.

10. Derivatives and Hedge Accounting

AIG uses derivatives and other financial instruments as part of its financial risk management programs and as part of its investment operations. AIGFP had also transacted in derivatives as a dealer and had acted as an intermediary between the relevant AIG subsidiary and the counterparty. In a number of situations, AIG has replaced AIGFP with AIG Markets for purposes of acting as an intermediary between the AIG subsidiary and the third-party counterparty as part of the wind-down of AIGFP's portfolios.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

Derivatives are financial arrangements among two or more parties with returns linked to or "derived" from some underlying equity, debt, commodity, or other asset, liability, or foreign exchange rate or other index or the occurrence of a specified payment event. Derivatives, with the exception of bifurcated embedded derivatives, are reflected in the Consolidated Balance Sheet in Derivative assets, at fair value and Derivative liabilities, at fair value. A bifurcated embedded derivative is recorded at fair value whereas the corresponding host contract is recorded on an amortized cost basis. A bifurcated embedded derivative is generally presented with the host contract in the Consolidated Balance Sheet.

The following table presents the notional amounts and fair values of AIG's derivative instruments:

<i>(in millions)</i>	September 30, 2011				December 31, 2010			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
	Notional Amount ^(a)	Fair Value ^(b)	Notional Amount ^(a)	Fair Value ^(b)	Notional Amount ^(a)	Fair Value ^(b)	Notional Amount ^(a)	Fair Value ^(b)
Derivatives designated as hedging instruments:								
Interest rate contracts ^(c)	\$ -	\$ -	\$ 511	\$ 43	\$ 1,471	\$ 156	\$ 626	\$ 56
Derivatives not designated as hedging instruments:								
Interest rate contracts ^(c)	74,079	8,742	78,232	7,219	150,966	14,048	118,783	9,657
Foreign exchange contracts	7,006	165	4,073	189	2,495	203	4,105	338
Equity contracts	4,473	346	1,100	216	5,002	358	1,559	329
Commodity contracts	961	102	758	100	944	92	768	67
Credit contracts	957	91	28,235	3,459	2,046	379	62,715	4,180
Other contracts ^(d)	25,352	791	18,751	1,748	27,333	1,075	16,297	753
Total derivatives not designated as hedging instruments	112,828	10,237	131,149	12,931	188,786	16,155	204,227	15,324
Total derivatives	\$ 112,828	\$ 10,237	\$ 131,660	\$ 12,974	\$ 190,257	\$ 16,311	\$ 204,853	\$ 15,380

(a) Notional amount represents a standard of measurement of the volume of derivatives business of AIG. Notional amount is generally not a quantification of market risk or credit risk and is not recorded in the Consolidated Balance Sheet. Notional amounts generally represent those amounts used to calculate contractual cash flows to be exchanged and are not paid or received, except for certain contracts such as currency swaps and certain credit contracts. For credit contracts, notional amounts are net of all underlying subordination.

(b)

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Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(c)

Includes cross currency swaps.

(d)

Consist primarily of contracts with multiple underlying exposures.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***The following table presents the fair values of derivative assets and liabilities in the Consolidated Balance Sheet:**

<i>(in millions)</i>	September 30, 2011				December 31, 2010			
	Derivative Assets		Derivative Liabilities ^(a)		Derivative Assets		Derivative Liabilities ^(b)	
	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value
AIGFP derivatives	\$ 90,573	\$ 7,113	\$ 98,978	\$ 9,115	\$ 168,033	\$ 12,268	\$ 173,226	\$ 12,379
All other derivatives ^(c)	22,255	3,124	32,682	3,859	22,224	4,043	31,627	3,001
Total derivatives, gross	\$ 112,828	10,237	\$ 131,660	12,974	\$ 190,257	16,311	\$ 204,853	15,380
Counterparty netting ^(d)		(3,784)		(3,784)		(6,298)		(6,298)
Cash collateral ^(e)		(1,707)		(2,762)		(4,096)		(2,902)
Total derivatives, net		4,746		6,428		5,917		6,180
Less: Bifurcated embedded derivatives		-		1,362		-		445
Total derivatives on consolidated balance sheet	\$	4,746	\$	5,066	\$	5,917	\$	5,735

(a) *Included in All other derivatives are bifurcated embedded derivatives, which are recorded in Policyholder contract deposits.*

(b) *Included in All other derivatives are bifurcated embedded derivatives, which are recorded in Policyholder contract deposits, Bonds available for sale, at fair value, and Common and preferred stock, at fair value.*

(c) *Represents derivatives used to hedge the foreign currency and interest rate risk associated with insurance and ILFC operations, as well as embedded derivatives included in insurance obligations.*

(d) *Represents netting of derivative exposures covered by a qualifying master netting agreement.*

(e) *Represents cash collateral posted and received.*

Hedge Accounting

AIG designated certain derivatives entered into by AIGFP and AIG Markets with third parties as either fair value or cash flow hedges of certain debt issued by AIG Parent and ILFC. The fair value hedges included (i) interest rate swaps that were designated as hedges of the change in the fair value of fixed rate debt attributable to changes in the benchmark interest rate and (ii) foreign currency swaps designated as hedges of the change in fair value of foreign currency denominated debt attributable to changes in foreign exchange rates and in certain cases also the benchmark interest rate. With respect to the cash flow hedges, (i) interest rate swaps were designated as hedges of the changes in cash flows on floating rate debt attributable to changes in the benchmark interest rate, and (ii) foreign currency swaps were designated as hedges of changes in cash flows on foreign currency denominated debt attributable to changes in the benchmark interest rate and foreign exchange rates.

AIG assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. Regression analysis is employed to assess the effectiveness of these hedges both on a prospective and retrospective basis. AIG does not utilize the shortcut method to assess hedge effectiveness. For net investment hedges, a qualitative methodology is utilized to assess hedge effectiveness.

AIG uses foreign currency denominated debt as hedging instruments in net investment hedge relationships to mitigate the foreign exchange risk associated with AIG's non-U.S. dollar functional currency foreign subsidiaries. AIG assesses the hedge effectiveness and measures the amount of ineffectiveness for these hedge relationships based on changes in spot exchange rates. AIG records the change in the carrying amount of these investments related to the effective portion of the hedge in the foreign currency translation adjustment within Accumulated other comprehensive income. Simultaneously, the ineffective portion, if any, is recorded in earnings. If (i) the notional amount of the hedging debt matches the designated portion of the net investment and (ii) the hedging debt is denominated in the same currency as the functional currency of the hedged net investment, no ineffectiveness is recorded in earnings. For the three- and nine-month periods ended September 30, 2011, AIG

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recognized losses of \$1 million and \$36 million, respectively, and for the three- and nine-month periods ended September 30, 2010, AIG recognized gains (losses) of \$(37) million and \$22 million, respectively, included in Foreign currency translation adjustment in Accumulated other comprehensive income related to the net investment hedge relationships.

The following table presents the effect of AIG's derivative instruments in fair value hedging relationships in the Consolidated Statement of Operations:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Interest rate contracts^{(a)(b)}:				
Gain (loss) recognized in earnings on derivatives	\$ -	\$ 104	\$ (3)	\$ 262
Gain (loss) recognized in earnings on hedged items ^(c)	39	(50)	127	(119)
Gain (loss) recognized in earnings for ineffective portion and amount excluded from effectiveness testing	-	9	(1)	39

(a) *Gains and losses recognized in earnings on derivatives for the effective portion and hedged items are recorded in Other income. Gains and losses recognized in earnings on derivatives for the ineffective portion and amounts excluded from effectiveness testing are recorded in Net realized capital gains (losses) and Other income, respectively.*

(b) *Includes \$0 million and \$8 million, respectively, for the three-month periods ended September 30, 2011 and 2010, and \$(1) million and \$32 million, respectively, for the nine-month periods ended September 30, 2011 and 2010 related to the ineffective portion. Includes \$0 million and \$0 million for the three-month periods ended September 30, 2011 and 2010 and \$0 million and \$7 million for the nine-month periods ended September 30, 2011 and 2010, for amounts excluded from effectiveness testing.*

(c) *Includes \$39 million and \$45 million, respectively, for the three-month periods ended September 30, 2011 and 2010, and \$125 million and \$104 million, respectively, for the nine-month periods ended September 30, 2011 and 2010 representing the amortization of debt basis adjustment following the discontinuation of hedge accounting on certain positions.*

The following table presents the effect of AIG's derivative instruments in cash flow hedging relationships in the Consolidated Statement of Operations:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Interest rate contracts^(a):				
Loss recognized in OCI on derivatives	\$ (2)	\$ (66)	\$ (5)	\$ (25)
Loss reclassified from Accumulated OCI into earnings ^(b)	(15)	(67)	(49)	(65)
Gain (loss) recognized in earnings on derivatives for ineffective portion	-	-	-	(6)

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- (a) *Gains and losses reclassified from Accumulated other comprehensive income are recorded in Other income. Gains or losses recognized in earnings on derivatives for the ineffective portion are recorded in Net realized capital gains (losses).*
- (b) *The effective portion of the change in fair value of a derivative qualifying as a cash flow hedge is recorded in Accumulated other comprehensive income until earnings are affected by the variability of cash flows in the hedged item. At September 30, 2011, \$19 million of the deferred net gain in Accumulated other comprehensive income is expected to be recognized in earnings during the next 12 months.*

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)***Derivatives Not Designated as Hedging Instruments**

The following table presents the effect of AIG's derivative instruments not designated as hedging instruments in the Consolidated Statement of Operations:

<i>(in millions)</i>	Gains (Losses) Recognized in Earnings			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
By Derivative Type:				
Interest rate contracts ^(a)	\$ 523	\$ 413	\$ 270	\$ 156
Foreign exchange contracts	84	(238)	80	(125)
Equity contracts	416	(170)	379	161
Commodity contracts	(1)	9	6	(2)
Credit contracts	(83)	213	218	662
Other contracts ^(b)	(741)	164	(741)	(430)
Total	\$ 198	\$ 391	\$ 212	\$ 422
By Classification:				
Premiums	\$ 29	\$ 22	\$ 80	\$ 62
Net investment income	2	12	6	21
Net realized capital gains (losses)	(355)	723	(97)	(674)
Other income (losses)	522	(366)	223	1,013
Total	\$ 198	\$ 391	\$ 212	\$ 422

(a) *Includes cross currency swaps.*

(b) *Includes embedded derivative gains (losses) of \$(812) million and \$61 million for the three months ended September 30, 2011 and 2010, respectively; and embedded derivative gains (losses) of \$(807) million and \$618 million, respectively, for the nine months ended September 30, 2011 and 2010, respectively.*

AIGFP Derivatives

AIGFP enters into derivative transactions to mitigate market risk in its exposures (interest rates, currencies, commodities, credit and equities) arising from its transactions. In most cases, AIGFP did not hedge its exposures related to the credit default swaps it had written. As a dealer, AIGFP structured and entered into derivative transactions to meet the needs of counterparties who may have been seeking to hedge certain aspects of such counterparties' operations or obtain a desired financial exposure.

AIGFP's derivative transactions involving interest rate swap transactions generally involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying notional amounts. AIGFP typically became a principal in the exchange of interest payments between the parties and, therefore, is exposed to counterparty credit risk and may be exposed to loss, if counterparties default.

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Currency, commodity and equity swaps are similar to interest rate swaps but involve the exchange of specific currencies or cash flows based on the underlying commodity, equity securities or indices. Also, they may involve the exchange of notional amounts at the beginning and end of the transaction. Swaptions are options where the holder has the right but not the obligation to enter into a swap transaction or cancel an existing swap transaction.

AIGFP follows a policy of minimizing interest rate, currency, commodity, and equity risks associated with investment securities by entering into offsetting positions, thereby offsetting a significant portion of the unrealized appreciation and depreciation. In addition, to reduce its credit risk, AIGFP has entered into credit derivative transactions with respect to \$221 million of securities to economically hedge its credit risk.

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The timing and the amount of cash flows relating to AIGFP's foreign exchange forwards and exchange traded futures and options contracts are determined by each of the respective contractual agreements.

Futures and forward contracts are contracts that obligate the holder to sell or purchase foreign currencies, commodities or financial indices in which the seller/purchaser agrees to make/take delivery at a specified future date of a specified instrument, at a specified price or yield. Options are contracts that allow the holder of the option to purchase or sell the underlying commodity, currency or index at a specified price and within, or at, a specified period of time. As a writer of options, AIGFP generally receives an option premium and then manages the risk of any unfavorable change in the value of the underlying commodity, currency or index by entering into offsetting transactions with third-party market participants. Risks arise as a result of movements in current market prices from contracted prices, and the potential inability of the counterparties to meet their obligations under the contracts.

AIGFP Super Senior Credit Default Swaps

AIGFP entered into credit default swap transactions with the intention of earning revenue on credit exposure. In the majority of AIGFP's credit default swap transactions, AIGFP sold credit protection on a designated portfolio of loans or debt securities. Generally, AIGFP provides such credit protection on a "second loss" basis, meaning that AIGFP would incur credit losses only after a shortfall of principal and/or interest, or other credit events, in respect of the protected loans and debt securities, exceeds a specified threshold amount or level of "first losses."

Typically, the credit risk associated with a designated portfolio of loans or debt securities has been tranching into different layers of risk, which are then analyzed and rated by the credit rating agencies. At origination, there is usually an equity layer covering the first credit losses in respect of the portfolio up to a specified percentage of the total portfolio, and then successive layers ranging generally from a BBB-rated layer to one or more AAA-rated layers. A significant majority of AIGFP transactions that were rated by rating agencies had risk layers or tranches rated AAA at origination that are immediately junior to the threshold level above which AIGFP's payment obligation would generally arise. In transactions that were not rated, AIGFP applied equivalent risk criteria for setting the threshold level for its payment obligations. Therefore, the risk layer assumed by AIGFP with respect to the designated portfolio of loans or debt securities in these transactions is often called the "super senior" risk layer, defined as a layer of credit risk senior to one or more risk layers rated AAA by the credit rating agencies, or, if the transaction is not rated, structured to be the equivalent thereto.

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The following table presents the net notional amount, fair value of derivative (asset) liability and unrealized market valuation gain (loss) of the AIGFP super senior credit default swap portfolio, including credit default swaps written on mezzanine tranches of certain regulatory capital relief transactions, by asset class:

<i>(in millions)</i>	Net Notional Amount		Fair Value of Derivative (Asset) Liability at		Unrealized Market Valuation Gain (Loss)			
	September 30, 2011 ^(a)	December 31, 2010 ^(a)	September 30, 2011 ^{(b)(c)}	December 31, 2010 ^{(b)(c)}	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011 ^(a)	2010 ^(a)	2011 ^{(b)(c)}	2010 ^{(b)(c)}	2011 ^(c)	2010 ^(c)	2011 ^(c)	2010 ^(c)
Regulatory Capital:								
Corporate loans	\$ 2,275	\$ 5,193	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Prime residential mortgages ^(d)	4,355	31,613	-	(190)	-	45	6	71
Other	984	1,263	17	17	(10)	6	-	(1)
Total	7,614	38,069	17	(173)	(10)	51	6	70
Arbitrage:								
Multi-sector CDOs ^(e)	5,667	6,689	3,106	3,484	47	117	230	516
Corporate debt/CLOs ^(f)	12,035	12,269	160	171	(33)	8	11	(82)
Total	17,702	18,958	3,266	3,655	14	125	241	434
Mezzanine tranches ^{(d)(g)}	726	2,823	(12)	198	(1)	(24)	(15)	(72)
Total	\$ 26,042	\$ 59,850	\$ 3,271	\$ 3,680	\$ 3	\$ 152	\$ 232	\$ 432

(a) Net notional amounts presented are net of all structural subordination below the covered tranches.

(b) Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(c) Includes credit valuation adjustment gains (losses) of \$25 million and \$(34) million in the three-month periods ended September 30, 2011 and 2010, respectively, and \$27 million and \$(124) million in the nine-month periods ended September 30, 2011 and 2010, respectively, representing the effect of changes in AIG's credit spreads on the valuation of the derivatives liabilities.

(d) During the second quarter of 2011, AIGFP terminated two super senior prime residential mortgage transactions, with a combined net notional amount of \$24.1 billion at March 31, 2011, that had previously been the subject of a collateral dispute. In addition, AIGFP terminated the vast majority of the related mezzanine tranches and the majority of the hedge transactions related to those mezzanine tranches, with a combined net notional amount of

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\$2.2 billion. The transactions were terminated at values that approximated their collective fair values at the time of termination and, as a result, unrealized gains and losses were realized at termination.

(e)

During the nine-month period ended September 30, 2011, AIGFP liquidated one multi-sector super senior CDS transaction with a net notional amount of \$188 million. The primary underlying collateral components, which consisted of individual ABS CDS transactions, were sold in an auction to counterparties, including AIGFP, at their approximate fair value at the time of the liquidation. AIGFP was the winning bidder on approximately \$107 million of individual ABS CDS transactions, which are reported in written single name credit default swaps as of September 30, 2011. As a result, a \$121 million loss, which was previously included in the fair value of the derivative liability as an unrealized market valuation loss, was realized. During the nine-month period ended September 30, 2011, AIGFP also paid \$27 million to its counterparties with respect to multi-sector CDOs. Upon payment, a \$27 million loss, which was previously included in the fair value of the derivative liability as an unrealized market valuation loss, was realized. Multi-sector CDOs also include \$4.8 billion and \$5.5 billion in net notional amount of credit default swaps written with cash settlement provisions at September 30, 2011 and December 31, 2010, respectively.

(f)

Corporate debt/CLOs include \$1.3 billion in net notional amount of credit default swaps written on the super senior tranches of CLOs at both September 30, 2011 and December 31, 2010.

(g)

Net of offsetting purchased CDS of \$272 million and \$1.4 billion in net notional amount at September 30, 2011 and December 31, 2010, respectively.

All outstanding CDS transactions for regulatory capital purposes and the majority of the arbitrage portfolio have cash-settled structures in respect of a basket of reference obligations, where AIGFP's payment obligations, other than for posting collateral, may be triggered by payment shortfalls, bankruptcy and certain other events such as write-downs of the value of underlying assets. For the remainder of the CDS transactions in respect of the arbitrage portfolio, AIGFP's payment obligations are triggered by the occurrence of a credit event under a single reference security, and performance is limited to a single payment by AIGFP in return for physical delivery by the counterparty of the reference security.

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The expected weighted average maturity of AIGFP's super senior credit derivative portfolios as of September 30, 2011 was 1.0 years for the regulatory capital corporate loan portfolio, 0.5 years for the regulatory capital prime residential mortgage portfolio, 4.0 years for the regulatory capital other portfolio, 6.6 years for the multi-sector CDO arbitrage portfolio and 4.4 years for the corporate debt/CLO portfolio.

Regulatory Capital Portfolio

The regulatory capital portfolio represents derivatives written for financial institutions in Europe, for the purpose of providing regulatory capital relief rather than for arbitrage purposes. In exchange for a periodic fee, the counterparties receive credit protection with respect to a portfolio of diversified loans they own, thus reducing their minimum capital requirements. These CDS transactions were structured with early termination rights for counterparties, allowing them to terminate these transactions at no cost to AIGFP at a certain period of time or upon a regulatory event such as certain changes to regulatory capital standards. During the nine-month period ended September 30, 2011, \$26.0 billion in net notional amount was terminated or matured at no cost to AIGFP.

The regulatory capital relief CDS transactions require cash settlement and, other than for collateral posting, AIGFP is required to make a payment in connection with a regulatory capital relief transaction only if realized credit losses in respect of the underlying portfolio exceed AIGFP's attachment point.

All of the regulatory capital transactions directly or indirectly reference tranching pools of large numbers of whole loans that were originated by the financial institution (or its affiliates) receiving the credit protection, rather than structured securities containing loans originated by other third parties. In the vast majority of transactions, the loans are intended to be retained by the originating financial institution and in all cases the originating financial institution is the purchaser of the CDS, either directly or through an intermediary.

The super senior tranches of these CDS transactions continue to be supported by high levels of subordination, which, in most instances, have increased since origination. The weighted average subordination supporting the prime residential mortgage and corporate loan referenced portfolios at September 30, 2011 were 35.53 percent and 27.11 percent, respectively. The highest realized losses to date in any single residential mortgage and corporate loan pool were 2.88 percent and 0.52 percent, respectively. Each of the corporate loan transactions consists of several hundred secured and unsecured loans diversified by industry and, in some instances, by country, and have per-issuer concentration limits. Both types of transactions generally allow some substitution and replenishment of loans, subject to defined constraints, as older loans mature or are prepaid. These replenishment rights generally expire within the first few years of the transaction, after which the proceeds of any prepaid or maturing loans are applied first to the super senior tranche (sequentially), thereby increasing the relative level of subordination supporting the balance of AIGFP's super senior CDS exposure.

The regulatory benefit of these transactions for AIGFP's financial institution counterparties is generally derived from the capital regulations promulgated by the Basel Committee on Banking Supervision known as Basel I. In December 2010, the Basel Committee on Banking Supervision finalized a new framework for international capital and liquidity standards known as Basel III, which, when fully implemented, may reduce or eliminate the regulatory benefits to certain counterparties from these transactions and thus may impact the period of time that such counterparties are expected to hold the positions. In prior years, it had been expected that financial institution counterparties would complete a transition from Basel I to an intermediate standard known as Basel II, which could have had similar effects on the benefits of these transactions, at the end of 2009. Basel III has now superseded Basel II, but the details of its implementation by the various European Central Banking districts have not been finalized. Should certain counterparties continue to receive favorable regulatory capital benefits from these transactions, those counterparties may not exercise their options to terminate the transactions in the expected time frame. AIGFP continues to reassess the expected maturity of this portfolio. As of September 30, 2011, AIGFP estimated that the weighted average expected maturity of the portfolio was 0.99 years.

Given the current performance of the underlying portfolios, the level of subordination and AIGFP's own assessment of the credit quality of the underlying portfolio, as well as the risk mitigants inherent in the transaction

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structures, AIGFP does not expect that it will be required to make payments pursuant to the contractual terms of those transactions providing regulatory relief.

Arbitrage Portfolio

The arbitrage portfolio includes arbitrage-motivated transactions written on multi-sector CDOs or designated pools of investment grade senior unsecured corporate debt or CLOs.

The outstanding multi-sector CDO portfolio at September 30, 2011 was written on CDO transactions (including synthetic CDOs) that generally held a concentration of RMBS, CMBS and inner CDO securities. At September 30, 2011, approximately \$2.8 billion net notional amount (fair value liability of \$1.7 billion) of this portfolio was written on super senior multi-sector CDOs that contain some level of subprime RMBS collateral, with a concentration in the 2005 and earlier vintages of subprime RMBS. AIGFP's portfolio also included both high grade and mezzanine CDOs.

The majority of multi-sector CDO CDS transactions require cash settlement and, other than for collateral posting, AIGFP is required to make a payment in connection with such transactions only if realized credit losses in respect of the underlying portfolio exceed AIGFP's attachment point. As of September 30, 2011, only one transaction, with a net notional amount of \$366 million, has breached its attachment point. AIGFP has paid a total of \$96 million on this transaction, of which \$27 million was paid in 2011. In the remainder of the portfolio, AIGFP's payment obligations are triggered by the occurrence of a credit event under a single reference security, and performance is limited to a single payment by AIGFP in return for physical delivery by the counterparty of the reference security.

Included in the multi-sector CDO portfolio are maturity-shortening puts that allow the holders of the securities issued by certain CDOs to treat the securities as short-term 2a-7 eligible investments under the Investment Company Act of 1940 (2a-7 Puts). Holders of securities are required, in certain circumstances, to tender their securities to the issuer at par. If an issuer's remarketing agent is unable to resell the securities so tendered, AIGFP must purchase the securities at par so long as the security has not experienced a payment default and certain bankruptcy events with respect to the issuer of such security have not occurred. During 2010, AIGFP terminated all 2a-7 Puts in respect of notes held by holders other than AIGFP and its affiliates. AIGFP is not a party to any commitments to issue any additional 2a-7 Puts.

The corporate arbitrage portfolio consists principally of CDS transactions written on portfolios of senior unsecured corporate obligations that were generally rated investment grade at inception of the CDS. These CDS transactions require cash settlement. Also, included in this portfolio are CDS transactions with a net notional amount of \$1.3 billion written on the senior part of the capital structure of CLOs, which require physical settlement.

Certain of the super senior credit default swaps provide the counterparties with an additional termination right if AIG's rating level falls to BBB or Baa2. At that level, counterparties to the CDS transactions with a net notional amount of \$1.4 billion at September 30, 2011 have the right to terminate the transactions early. If counterparties exercise this right, the contracts provide for the counterparties to be compensated for the cost to replace the transactions, or an amount reasonably determined in good faith to estimate the losses the counterparties would incur as a result of the termination of the transactions.

Because of long-term maturities of the CDS in the arbitrage portfolio, AIG is unable to make reasonable estimates of the periods during which any payments would be made. However, the net notional amount represents the maximum exposure to loss on the super senior credit default swap portfolio.

Collateral

Most of AIGFP's super senior credit default swaps are subject to collateral posting provisions, which typically are governed by International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements (Master Agreements) and related Credit Support Annexes (CSA). These provisions differ among counterparties and asset

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classes. AIGFP has received collateral calls from counterparties in respect of certain super senior credit default swaps, of which a large majority relate to multi-sector CDOs. To a lesser extent, AIGFP has also received collateral calls in respect of certain super senior credit default swaps entered into by counterparties for regulatory capital relief purposes and in respect of corporate arbitrage.

The amount of future collateral posting requirements is a function of AIG's credit ratings, the rating of the reference obligations and the market value of the relevant reference obligations, with the latter being the most significant factor. While a high level of correlation exists between the amount of collateral posted and the valuation of these contracts in respect of the arbitrage portfolio, a similar relationship does not exist with respect to the regulatory capital portfolio given the nature of how the amount of collateral for these transactions is determined. AIGFP estimates the amount of potential future collateral postings associated with its super senior credit default swaps using various methodologies. The contingent liquidity requirements associated with such potential future collateral postings are incorporated into AIG's liquidity planning assumptions.

At September 30, 2011 and December 31, 2010, the amounts of collateral postings with respect to AIGFP's super senior credit default swap portfolio (prior to offsets for other transactions) were \$3.2 billion and \$3.8 billion, respectively.

AIGFP Written Single Name Credit Default Swaps

AIGFP has also entered into credit default swap contracts referencing single-name exposures written on corporate, index and asset-backed credits, with the intention of earning spread income on credit exposure. Some of these transactions were entered into as part of a long-short strategy allowing AIGFP to earn the net spread between CDS it wrote and ones it purchased. At September 30, 2011, the net notional amount of these written CDS contracts was \$390 million, including ABS CDS transactions purchased by AIGFP from a liquidated multi-sector super senior CDS transaction. AIGFP has hedged these exposures by purchasing offsetting CDS contracts of \$74 million in net notional amount. The net unhedged position of \$316 million represents the maximum exposure to loss on these CDS contracts. The average maturity of the written CDS contracts is 19.36 years. At September 30, 2011, the fair value of derivative liability (which represents the carrying value) of the portfolio of CDS was \$102 million.

Upon a triggering event (e.g., a default) with respect to the underlying credit, AIGFP would normally have the option to settle the position through an auction process (cash settlement) or pay the notional amount of the contract to the counterparty in exchange for a bond issued by the underlying credit obligor (physical settlement).

AIGFP wrote these CDS contracts under ISDA Master Agreements. The majority of these Master Agreements include CSAs that provide for collateral postings at various ratings and threshold levels. At September 30, 2011, AIGFP had posted \$122 million of collateral under these contracts.

All Other Derivatives

AIG's businesses other than AIGFP also use derivatives and other instruments as part of their financial risk management. Interest rate derivatives (such as interest rate swaps) are used to manage interest rate risk associated with embedded derivatives contained in insurance contract liabilities, fixed maturity securities, outstanding medium- and long-term notes as well as other interest rate sensitive assets and liabilities. Foreign exchange derivatives (principally foreign exchange forwards and options) are used to economically mitigate risk associated with non-U.S. dollar denominated debt, net capital exposures, and foreign currency transactions. Equity derivatives are used to mitigate financial risk embedded in certain insurance liabilities. The derivatives are effective economic hedges of the exposures that they are meant to offset.

In addition to hedging activities, AIG also enters into derivative instruments with respect to investment operations, which include, among other things, credit default swaps and purchasing investments with embedded derivatives, such as equity linked notes and convertible bonds.

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Matched Investment Program Written Credit Default Swaps

AIG's MIP operations, which are reported in AIG's Other operations category as part of the Direct Investment book, are currently in run-off. Through the MIP, AIG has entered into CDS contracts as a writer of protection, with the intention of earning spread income on credit exposure in an unfunded form. The portfolio of CDS contracts were single-name exposures and, at inception, were predominantly high-grade corporate credits.

These contracts were written through AIG Markets, which then transacted directly with unaffiliated third parties under ISDA agreements. As of September 30, 2011, the notional amount of written CDS contracts was \$1.2 billion with an average credit rating of BBB+. At that date, the average remaining maturity of the written CDS contracts was less than 1 year and the fair value of the derivative liability (which represents the carrying value) of the MIP's written CDS contracts was \$18.6 million.

The majority of the ISDA agreements include CSA provisions, which provide for collateral postings at various ratings and threshold levels. At September 30, 2011, less than \$1 million of collateral was posted for CDS contracts related to the MIP. The notional amount represents the maximum exposure to loss on the written CDS contracts. However, because of the average investment grade rating and expected default recovery rates, actual losses are expected to be less.

Upon a triggering event (e.g., a default) with respect to the underlying credit, AIG Markets would normally have the option to settle the position on behalf of the MIP through an auction process (cash settlement) or pay the notional amount of the contract to the counterparty in exchange for a bond issued by the underlying credit (physical settlement).

Credit Risk-Related Contingent Features

AIG transacts in derivative transactions directly with unaffiliated third parties under ISDA agreements. Many of the ISDA agreements also include CSA provisions, which provide for collateral postings at various ratings and threshold levels. In addition, AIG attempts to reduce credit risk with certain counterparties by entering into agreements that enable collateral to be obtained from a counterparty on an upfront or contingent basis.

The aggregate fair value of AIG's derivative instruments, including those of AIGFP, that contain credit risk-related contingent features that were in a net liability position at September 30, 2011, was approximately \$5.1 billion. The aggregate fair value of assets posted as collateral under these contracts at September 30, 2011, was \$5.5 billion.

AIG estimates that at September 30, 2011, based on AIG's outstanding financial derivative transactions, including those of AIGFP at that date, a one-notch downgrade of AIG's long-term senior debt ratings to BBB+ by Standard & Poor's Financial Services LLC, a subsidiary of The McGraw-Hill Companies, Inc. (S&P), would permit counterparties to make additional collateral calls and permit the counterparties to elect early termination of contracts, resulting in a negligible amount of corresponding collateral postings and termination payments; a one-notch downgrade to Baa2 by Moody's Investors' Services, Inc. (Moody's) and an additional one-notch downgrade to BBB by S&P would result in approximately \$290 million in additional collateral postings and termination payments and a further one-notch downgrade to Baa3 by Moody's and BBB- by S&P would result in approximately \$193 million in additional collateral postings and termination payments. Additional collateral postings upon downgrade are estimated based on the factors in the individual collateral posting provisions of the CSA with each counterparty and current exposure as of September 30, 2011. Factors considered in estimating the termination payments upon downgrade include current market conditions, the complexity of the derivative transactions, historical termination experience and other observable market events such as bankruptcy and downgrade events that have occurred at other companies. Management's estimates are also based on the assumption that counterparties will terminate based on their net exposure to AIG. The actual termination payments could significantly differ from management's estimates given market conditions at the time of downgrade and the level of uncertainty in estimating both the number of counterparties who may elect to exercise their right to terminate and the payment that may be triggered in connection with any such exercise.

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Hybrid Securities with Embedded Credit Derivatives

AIG invests in hybrid securities (such as credit-linked notes). Upon the issuance of credit-linked notes, the cash received by the issuer is generally used to invest in highly rated securities in addition to entering into a derivative contract that exchanges the return on its highly-rated securities for the return on a separate portfolio of assets. The investments owned by the issuer serve as collateral for the derivative instrument written by the issuer. The return on the separate portfolio received by the issuer is used to pay the return owed on the credit-linked notes. These hybrid securities expose AIG to risks similar to the risks in RMBS, CMBS, CDOs and ABS, but such risk is derived from the separate portfolio rather than from direct mortgage or loan investments owned by the issuer. As with other investments in RMBS, CMBS, CDOs and other ABS, AIG invested in these hybrid securities with the intent of generating income, and not specifically to acquire exposure to embedded derivative risk. Similar to AIG's other investments in RMBS, CMBS, CDOs and ABS, AIG's investments in these hybrid securities are exposed to losses only up to the amount of AIG's initial investment in the hybrid security, as losses on the derivative contract will be paid via the collateral held by the entity that issues the hybrid security. Losses on the embedded derivative contracts may be triggered by events such as bankruptcy, failure to pay or restructuring associated with the obligations referenced by the derivative, and these losses in turn result in the reduction of the principal amount to be repaid to AIG and other investors in the hybrid securities. Other than AIG's initial investment in the hybrid securities, AIG has no further obligation to make payments on the embedded credit derivatives in the related hybrid securities.

Effective July 1, 2010, AIG elected to account for its investments in these hybrid securities with embedded written credit derivatives at fair value, with changes in fair value recognized in Other realized capital gains. Through June 30, 2010, these hybrid securities had been accounted for as available for sale securities, and had been subject to other-than-temporary impairment accounting as applicable.

AIG's investments in these hybrid securities are reported as Bond trading securities in the Consolidated Balance Sheet. The fair value of these hybrid securities was \$119 million at September 30, 2011. These securities have a current par amount of \$489 million and have remaining stated maturity dates that extend to 2056.

11. Commitments, Contingencies and Guarantees

In the normal course of business, various commitments and contingent liabilities are entered into by AIG and certain of its subsidiaries. In addition, AIG guarantees various obligations of certain subsidiaries.

Although AIG cannot currently quantify its ultimate liability for unresolved litigation and investigation matters including those referred to below, it is possible that such liability could have a material adverse effect on AIG's consolidated financial condition or its consolidated results of operations or consolidated cash flows for an individual reporting period.

(a) Litigation and Investigations

Overview. AIG and its subsidiaries, in common with the insurance and financial services industries in general, are subject to litigation, including claims for punitive damages, in the normal course of their business. In AIG's insurance operations (including UGC), litigation arising from claims settlement activities is generally considered in the establishment of AIG's liability for unpaid claims and claims adjustment expense. However, the potential for increasing jury awards and settlements makes it difficult to assess the ultimate outcome of such litigation. AIG is also subject to derivative, class action and other claims asserted by its shareholders and others alleging, among other things, breach of fiduciary duties by its directors and officers and violations of federal and state securities laws. In the case of any derivative action brought on behalf of AIG, any recovery would accrue to the benefit of AIG.

Various regulatory and governmental agencies have been reviewing certain public disclosures, transactions and practices of AIG and its subsidiaries in connection with industry-wide and other inquiries into, among other

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matters, AIG's liquidity, compensation paid to certain employees, payments made to counterparties, and certain business practices and valuations of current and former operating insurance subsidiaries. AIG has cooperated, and will continue to cooperate, in producing documents and other information in response to subpoenas and other requests.

The National Association of Insurance Commissioners Market Analysis Working Group, led by the states of Ohio and Iowa, is conducting a multi-state examination of certain accident and health products issued by National Union Fire Insurance Company of Pittsburgh, Pa. (National Union). The examination formally commenced in September 2010 after National Union, based on the identification of certain regulatory issues related to the conduct of its accident and health insurance business, including rate and form issues, producer licensing and appointment, and vendor management, requested that state regulators collectively conduct an examination of the regulatory issues in its business. In addition to Ohio and Iowa, the lead states in the multi-state examination are Minnesota, New Jersey and Pennsylvania, and currently a total of 38 states have agreed to participate in the examination. The examination is ongoing. An Interim Consent Order was entered into with Ohio on January 7, 2011, in which National Union agreed, on a nationwide basis, to cease marketing directly to individual bank customers accident/sickness policy forms that had been approved to be sold only as policies providing blanket coverage, and to certain related remediation and audit procedures. While AIG is in active discussions with the examiners regarding a regulatory settlement and corrective action plans to resolve the examination and regarding interim actions to correct and/or mitigate issues identified, AIG cannot predict what other regulatory action will result from resolving the multi-state examination. There can be no assurance that any regulatory action resulting from the market conduct issues identified will not have a material adverse effect on AIG's consolidated results of operations for an individual reporting period, the ongoing operations of the business being examined, or on similar business written by other AIG carriers. National Union and other AIG companies are also currently subject to civil litigation relating to the conduct of their accident and health business, and may be subject to additional litigation relating to the conduct of such business from time to time in the ordinary course.

AIG's Subprime Exposure, AIGFP Credit Default Swap Portfolio and Related Matters

AIG, AIGFP and certain directors and officers of AIG, AIGFP and other AIG subsidiaries have been named in various actions relating to AIG's exposure to the U.S. residential subprime mortgage market, unrealized market valuation losses on AIGFP's super senior credit default swap portfolio, losses and liquidity constraints relating to AIG's securities lending program and related disclosure and other matters (Subprime Exposure Issues).

Consolidated 2008 Securities Litigation. Between May 21, 2008 and January 15, 2009, eight purported securities class action complaints were filed against AIG and certain directors and officers of AIG and AIGFP, AIG's outside auditors, and the underwriters of various securities offerings in the United States District Court for the Southern District of New York (the Southern District of New York), alleging claims under the Securities Exchange Act of 1934 (the Exchange Act) or claims under the Securities Act of 1933 (the Securities Act). On March 20, 2009, the Court consolidated all eight of the purported securities class actions as *In re American International Group, Inc. 2008 Securities Litigation* (the Consolidated 2008 Securities Litigation).

On May 19, 2009, lead plaintiff in the Consolidated 2008 Securities Litigation filed a consolidated complaint on behalf of purchasers of AIG Common Stock during the alleged class period of March 16, 2006 through September 16, 2008, and on behalf of purchasers of various AIG securities offered pursuant to AIG's shelf registration statements. The consolidated complaint alleges that defendants made statements during the class period in press releases, AIG's quarterly and year-end filings, during conference calls, and in various registration statements and prospectuses in connection with the various offerings that were materially false and misleading and that artificially inflated the price of AIG Common Stock. The alleged false and misleading statements relate to, among other things, the Subprime Exposure Issues. The consolidated complaint alleges violations of Sections 10(b) and 20(a) of the Exchange Act and Sections 11, 12(a)(2), and 15 of the Securities Act. On August 5, 2009,

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defendants filed motions to dismiss the consolidated complaint, and on September 27, 2010 the Court denied the motions to dismiss.

On November 24, 2010 and December 10, 2010, AIG and all other defendants filed answers to the consolidated complaint denying the material allegations therein and asserting their defenses.

On April 1, 2011, the lead plaintiff in the Consolidated 2008 Securities Litigation filed a motion to certify a class of plaintiffs.

As of October 31, 2011, plaintiffs have not specified an amount of alleged damages, discovery is ongoing and the Court has not determined if a class action is appropriate or the size or scope of any class. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

ERISA Actions Southern District of New York. Between June 25, 2008, and November 25, 2008, AIG, certain directors and officers of AIG, and members of AIG's Retirement Board and Investment Committee were named as defendants in eight purported class action complaints asserting claims on behalf of participants in certain pension plans sponsored by AIG or its subsidiaries. On March 19, 2009, the Court consolidated these eight actions as *In re American International Group, Inc. ERISA Litigation II*. On June 26, 2009, lead plaintiffs' counsel filed a consolidated amended complaint. The action purports to be brought as a class action under the Employee Retirement Income Security Act of 1974, as amended (ERISA), on behalf of all participants in or beneficiaries of certain benefit plans of AIG and its subsidiaries that offered shares of AIG Common Stock. In the consolidated amended complaint, plaintiffs allege, among other things, that the defendants breached their fiduciary responsibilities to plan participants and their beneficiaries under ERISA, by continuing to offer the AIG Stock Fund as an investment option in the plans after it allegedly became imprudent to do so. The alleged ERISA violations relate to, among other things, the defendants' purported failure to monitor and/or disclose certain matters, including the Subprime Exposure Issues. On September 18, 2009, defendants filed motions to dismiss the consolidated amended complaint.

On March 31, 2011, the Court granted defendants' motions to dismiss with respect to one plan at issue, and denied defendants' motions to dismiss with respect to the other two plans at issue.

On August 5, 2011, AIG and all other defendants filed answers to the consolidated complaint denying the material allegations therein and asserting their defenses.

As of October 31, 2011, plaintiffs have not specified an amount of alleged damages, discovery has only recently commenced, and the Court has not determined if a class action is appropriate or the size or scope of any class. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Consolidated 2007 Derivative Litigation. On November 20, 2007 and August 6, 2008, purported shareholder derivative actions were filed in the Southern District of New York naming as defendants directors and officers of AIG and its subsidiaries and asserting claims on behalf of nominal defendant AIG. The actions have been consolidated as *In re American International Group, Inc. 2007 Derivative Litigation* (the Consolidated 2007 Derivative Litigation). On June 3, 2009, lead plaintiff filed a consolidated amended complaint naming additional directors and officers of AIG and its subsidiaries as defendants. As amended, the factual allegations include the Subprime Exposure Issues and AIG and AIGFP employee retention payments and related compensation issues. The claims asserted on behalf of nominal defendant AIG include breach of fiduciary duty, waste of corporate assets, unjust enrichment, contribution and violations of Sections 10(b) and 20(a) of the Exchange Act. On August 5 and 26, 2009, AIG and defendants filed motions to dismiss the consolidated amended complaint. On December 18, 2009, a separate action, previously commenced in the United States District Court for the Central District of California (Central District of California) and transferred to the Southern District of New York on June 5, 2009, was consolidated into the Consolidated 2007 Derivative Litigation and dismissed without prejudice to the pursuit of the claims in the Consolidated 2007 Derivative Litigation.

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On March 30, 2010, the Court dismissed the action due to plaintiff's failure to make a pre-suit demand on AIG's Board of Directors. On March 17, 2011, the United States Court of Appeals for the Second Circuit (the Second Circuit) affirmed the Southern District of New York's dismissal of the Consolidated 2007 Derivative Litigation due to plaintiff's failure to make a pre-suit demand.

On August 10, 2011 and August 15, 2011, the plaintiff that brought the Consolidated 2007 Derivative Litigation sent letters to AIG's Board of Directors (the Board) demanding that the Board cause AIG to pursue the claims asserted in the Consolidated 2007 Derivative Litigation. On September 13, 2011, the Board rejected the demand.

Other Derivative Actions. Separate purported derivative actions, alleging similar claims as the Consolidated 2007 Derivative Litigation, have been brought asserting claims on behalf of the nominal defendant AIG in various jurisdictions. These actions are described below:

Supreme Court of New York, Nassau County. On February 29, 2008, a purported shareholder derivative complaint was filed in the Supreme Court of Nassau County, naming as defendants certain directors and officers of AIG and its subsidiaries. On March 9, 2009, this action was stayed.

Supreme Court of New York, New York County. On March 20, 2009, a purported shareholder derivative complaint was filed in the Supreme Court of New York County naming as defendants certain directors and officers of AIG and recipients of AIGFP retention payments. The complaint has not been served on any defendant.

Delaware Court of Chancery. On September 17, 2008, a purported shareholder derivative complaint was filed in the Delaware Court of Chancery, naming as defendants certain directors and officers of AIG and its subsidiaries. On July 17, 2009 the case was stayed. On May 4, 2011, the parties filed a stipulation with the court agreeing to lift the stay, and granting plaintiff leave to file an amended complaint. On June 17, 2011, AIG filed a motion to dismiss the second amended complaint due to plaintiff's failure to make a pre-suit demand on the Board.

Superior Court for the State of California, Los Angeles County. On November 20, 2009, a purported shareholder derivative complaint was filed in the Superior Court for the State of California, Los Angeles County, naming as defendants certain directors and officers of AIG and its subsidiaries. On February 9, 2010, the case was stayed.

Southern District of New York. On January 4, 2011, Wanda Mimms, a participant in the AIG Incentive Savings Plan (the Plan), filed a purported derivative action on behalf of the Plan in the United States District Court for the Southern District of New York against PricewaterhouseCoopers, LLP (PwC) and asserting a claim for professional malpractice in conducting audits of AIG's 2007 financial statements. The complaint, as amended on April 20, 2011, also asserts a claim for breach of fiduciary duty under ERISA against members of the Plan's Retirement Board for failing to pursue a claim for professional malpractice on behalf of the Plan against PwC. On July 6, 2011, the Plan and defendants filed motions to dismiss the amended complaint.

As of October 31, 2011, plaintiff has not specified an amount of alleged damages and motions to dismiss are pending. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Canadian Securities Class Action Ontario Superior Court of Justice. On November 12, 2008, an application was filed in the Ontario Superior Court of Justice for leave to bring a purported class action against AIG, AIGFP, certain directors and officers of AIG and Joseph Cassano, the former Chief Executive Officer of AIGFP, pursuant to the Ontario Securities Act. If the Court grants the application, a class plaintiff will be permitted to file a statement of claim against defendants. The proposed statement of claim would assert a class period of November 10, 2006 through September 16, 2008 (later amended to March 16, 2006 through September 16, 2008)

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and would allege that during this period defendants made false and misleading statements and omissions in quarterly and annual reports and during oral presentations in violation of the Ontario Securities Act.

On April 17, 2009, defendants filed a motion record in support of their motion to stay or dismiss for lack of jurisdiction and forum non conveniens. On July 12, 2010, the Court adjourned a hearing on the motion pending a decision by the Supreme Court of Canada in another action with respect to similar issues raised in the action pending against AIG.

In plaintiff's proposed statement of claim, plaintiff alleged general and special damages of \$500 million, and punitive damages of \$50 million plus prejudgment interest or such other sums as the Court finds appropriate. As of October 31, 2011, the Court has not determined whether it has jurisdiction or granted plaintiff's application to file a statement of claim and no discovery has occurred. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

Other Litigation Related to AIGFP

On September 30, 2009, Brookfield Asset Management, Inc. and Brysons International, Ltd. (together, Brookfield) filed a complaint against AIG and AIGFP in the Southern District of New York. Brookfield seeks a declaration that a 1990 interest rate swap agreement between Brookfield and AIGFP (guaranteed by AIG) terminated upon the occurrence of certain alleged events that Brookfield contends constituted defaults under the swap agreement's standard "bankruptcy" default provision. Brookfield claims that it is excused from all future payment obligations under the swap agreement on the basis of the purported termination. At September 30, 2011, the estimated present value of expected future cash flows discounted at LIBOR was \$1.5 billion, which represents AIG's maximum contractual loss from the alleged termination of the contract. It is AIG's position that no termination event has occurred and that the swap agreement remains in effect. A determination that a termination event has occurred could result in AIG losing its entitlement to all future payments under the swap agreement and result in a loss to AIG of the full value at which AIG is carrying the swap agreement.

A determination that AIG triggered a "bankruptcy" event of default under the swap agreement could also, depending on the Court's precise holding, affect other AIG or AIGFP agreements that contain the same or similar default provisions. Such a determination could also affect derivative agreements or other contracts between third parties, such as credit default swaps under which AIG is a reference credit, which could affect the trading price of AIG securities. During the third quarter of 2011, beneficiaries of certain previously repaid AIGFP guaranteed investment agreements brought an action against AIG Parent and AIGFP making "bankruptcy" event of default allegations similar to those made by Brookfield.

On December 17, 2009 defendants filed a motion to dismiss. On September 28, 2010, the Court issued a decision granting defendants' motion in part and denying it in part, holding that the complaint: (i) failed to allege that an event of default had occurred based upon defendants' failure to pay or inability to pay debts as they became due; but, (ii) sufficiently alleged that an event of default had occurred based upon other sections of the swap agreement's "bankruptcy" default provision. On January 26, 2011, Brookfield filed an amended complaint that sought to reassert, on the basis of additional factual allegations, the claims that were dismissed from the initial complaint. On February 9, 2011, AIG filed a motion to dismiss the claim that Brookfield sought to reassert in its amended complaint. On August 1, 2011, AIG agreed to withdraw its motion to dismiss without prejudice in light of Brookfield's intent to file a second amended complaint, which Brookfield subsequently filed on September 15, 2011. On October 6, 2011, AIG informed the Court that, in light of the advanced stage of fact discovery in the case, it intends to defer seeking to dismiss Brookfield's claims until motions for summary judgment have been filed, when the discovery record can be considered. The deadline for AIG to answer the second amended complaint is November 8, 2011.

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Securities Lending Dispute with Transatlantic Holdings Inc.

On May 24, 2010, Transatlantic Holdings, Inc. (Transatlantic) and two of its subsidiaries, Transatlantic Reinsurance Company and Trans Re Zurich Reinsurance Company Ltd. (collectively, Claimants), commenced an arbitration proceeding before the American Arbitration Association in New York against AIG and two of its subsidiaries (the AIG Respondents). Claimants allege breach of contract, breach of fiduciary duty, and common law fraud in connection with certain securities lending agency agreements between AIG's subsidiaries and Claimants. Claimants allege that AIG and its subsidiaries should be liable for the losses that Claimants purport to have suffered in connection with securities lending and investment activities, and seek damages of \$350 million and other unspecified damages.

On June 29, 2010, AIG brought a petition in the Supreme Court of the State of New York, seeking to enjoin the arbitration on the ground that AIG is not a party to the securities lending agency agreements with Claimants. On July 29, 2010, the parties agreed to resolve that petition by consolidating the arbitration commenced by Claimants with a separate arbitration, commenced by AIG on June 29, 2010, in which AIG is seeking damages of Euro 17.6 million (\$23.6 million at the September 30, 2011 exchange rate) from Transatlantic for breach of a Master Separation Agreement among Transatlantic, AIG and one of its subsidiary companies.

On September 13, 2010, the AIG Respondents submitted an answer to Claimants' claims asserting, among other things, that there was no breach of the securities lending agency agreements, and that Claimants' other allegations including purported breach of fiduciary duty and fraud are not meritorious. Transatlantic submitted an answer denying liability with respect to AIG's claim on September 13, 2010. The arbitration hearing is scheduled for March 2012.

As of October 31, 2011, Transatlantic has increased its claimed damages to an amount of approximately \$500 million. However, because of the stage of the proceeding, and the wide difference in damages sought by the parties, AIG is unable to reasonably estimate the possible loss, if any, arising from this arbitration.

Employment Litigation against AIG and AIG Global Real Estate Investment Corporation

On December 9, 2009, AIG Global Real Estate Investment Corporation's (AIGGRE) former President, Kevin P. Fitzpatrick, several entities he controls, and various other single purpose entities (the SPEs) filed a complaint in the Supreme Court of the State of New York, New York County against AIG and AIGGRE (the Defendants). The case was removed to the Southern District of New York, and an amended complaint was filed on March 8, 2010. The amended complaint asserts that the Defendants violated fiduciary duties to Fitzpatrick and his controlled entities and breached Fitzpatrick's employment agreement and agreements of SPEs that purportedly entitled him to carried interest fees arising out of the sale or disposition of certain real estate. Fitzpatrick has also brought derivative claims on behalf of the SPEs, purporting to allege that the Defendants breached contractual and fiduciary duties in failing to fund the SPEs with various amounts allegedly due under the SPE agreements. Fitzpatrick has also requested injunctive relief, an accounting, and that a receiver be appointed to manage the affairs of the SPEs. He has further alleged that the SPEs are subject to a constructive trust. Fitzpatrick also has alleged a violation of ERISA relating to retirement benefits purportedly due. Fitzpatrick has claimed that he is currently owed damages totaling approximately \$196 million, and that potential future amounts owed to him are approximately \$78 million, for a total of approximately \$274 million. Fitzpatrick further claims unspecified amounts of carried interest on certain additional real estate assets of AIG and its affiliates. He also seeks punitive damages for the alleged breaches of fiduciary duties. Defendants assert that Fitzpatrick has been paid all amounts currently due and owing pursuant to the various agreements through which he seeks recovery. As set forth above, the possible range of loss to AIG is \$0 to \$274 million, although Fitzpatrick claims that he is also entitled to additional unspecified amounts of carried interest and punitive damages.

Defendants filed counterclaims against Fitzpatrick and a motion to dismiss. On September 28, 2010, the Court dismissed the Defendants' counterclaims, and denied Defendants' motion to dismiss. On March 14, 2011, both

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plaintiffs and defendants filed motions for partial summary judgment. Those motions are still pending, and no trial date has been set.

False Claims Act Complaint

On February 25, 2010, a complaint was filed in the United States District Court for the Southern District of California by two individuals (Relators) seeking to assert claims on behalf of the United States against AIG and certain other defendants, including Goldman Sachs and Deutsche Bank, under the False Claims Act. Relators filed a First Amended Complaint on September 30, 2010, adding certain additional defendants, including Bank of America and Société Générale. The amended complaint alleges that defendants engaged in fraudulent business practices in respect of their activities in the over-the-counter market for collateralized debt obligations, and submitted false claims to the United States in connection with the FRBNY Credit Facility, the Maiden Lane Interests through, among other things, misrepresenting AIG's ability and intent to repay amounts drawn on the FRBNY Credit Facility, and misrepresenting the value of the securities that the Maiden Lane Interests acquired from AIG and certain of its counterparties. The complaint seeks unspecified damages pursuant to the False Claims Act in the amount of three times the damages allegedly sustained by the United States as well as interest, attorneys' fees, costs and expenses. The complaint and amended complaints were initially filed and maintained under seal while the United States considered whether to intervene in the action. On or about April 28, 2011, after the United States declined to intervene, the District Court lifted the seal, and Relators served the amended complaint on AIG on July 11, 2011.

On October 14, 2011, the defendants filed motions to dismiss the amended complaint. The Relators have not specified in their amended complaint an amount of alleged damages. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

2006 Regulatory Settlements and Related Regulatory Matters

2006 Regulatory Settlements. In February 2006, AIG reached a resolution of claims and matters under investigation with the United States Department of Justice (DOJ), the Securities and Exchange Commission (SEC), the Office of the New York Attorney General (NYAG) and the New York State Department of Insurance (DOI). The settlements resolved investigations conducted by the SEC, NYAG and DOI in connection with the accounting, financial reporting and insurance brokerage practices of AIG and its subsidiaries, as well as claims relating to the underpayment of certain workers' compensation premium taxes and other assessments. These settlements did not, however, resolve investigations by regulators from other states into insurance brokerage practices related to contingent commissions and other broker-related conduct, such as alleged bid rigging. Nor did the settlements resolve any obligations that AIG may have to state guarantee funds in connection with any of these matters.

As a result of these settlements, AIG made payments or placed amounts in escrow in 2006 totaling approximately \$1.64 billion, \$225 million of which represented fines and penalties.

In addition to the escrowed funds, \$800 million was deposited into, and subsequently disbursed by, a fund under the supervision of the SEC, to resolve claims asserted against AIG by investors, including the securities class action and shareholder lawsuits described below. Amounts held in escrow totaling approximately \$597 million, including interest thereon (the Workers' Compensation Fund), are included in Other assets at September 30, 2011, and are specifically designated to satisfy liabilities related to workers' compensation premium reporting issues.

As of June 30, 2011, AIG had implemented all recommendations of the independent consultant that AIG agreed to retain as part of the settlements. However, some of the recommendations that were implemented have not yet been monitored by the independent consultant for six months, as required by the settlements. This has resulted in an extension of the retention of the independent consultant through December 31, 2011.

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Other Regulatory Settlements. AIG's 2006 regulatory settlements with the SEC, DOJ, NYAG and DOI did not resolve investigations by regulators from other states into insurance brokerage practices. AIG entered into agreements effective in early 2008 with the Attorneys General of the States of Florida, Hawaii, Maryland, Michigan, Oregon, Texas and West Virginia; the Commonwealths of Massachusetts and Pennsylvania; and the District of Columbia; as well as the Florida Department of Financial Services and the Florida Office of Insurance Regulation, relating to their respective industry-wide investigations into producer compensation and insurance placement practices. The settlements called for total payments of \$26 million by AIG, of which \$4.4 million was paid under previous settlement agreements. During the term of the settlement agreements, which run through early 2018, AIG will continue to maintain certain producer compensation disclosure and ongoing compliance initiatives. AIG will also continue to cooperate with the industry-wide investigations. On April 7, 2010, it was announced that AIG and the Ohio Attorney General entered into a settlement agreement to resolve the Ohio Attorney General's claim concerning producer compensation and insurance placement practices. AIG paid the Ohio Attorney General \$9 million as part of that settlement.

NAIC Examination of Workers' Compensation Premium Reporting. During 2006, the Settlement Review Working Group of the National Association of Insurance Commissioners (NAIC), under the direction of the States of Indiana, Minnesota and Rhode Island, began an investigation into AIG's reporting of workers' compensation premiums. In late 2007, the Settlement Review Working Group recommended that a multi-state targeted market conduct examination focusing on workers' compensation insurance be commenced under the direction of the NAIC's Market Analysis Working Group. AIG was informed of the multi-state targeted market conduct examination in January 2008. The lead states in the multi-state examination are Delaware, Florida, Indiana, Massachusetts, Minnesota, New York, Pennsylvania, and Rhode Island. All other states (and the District of Columbia) have agreed to participate in the multi-state examination. The examination focused on legacy issues related to AIG's writing and reporting of workers' compensation insurance prior to 1996 and current compliance with legal requirements applicable to such business.

On December 17, 2010, AIG and the lead states reached an agreement to settle all regulatory liabilities arising out of the subjects of the multistate examination. The regulatory settlement agreement, which has been agreed to by all 50 states and the District of Columbia, includes, among other terms, (i) AIG's payment of \$100 million in regulatory fines and penalties; (ii) AIG's payment of \$46.5 million in outstanding premium taxes; (iii) AIG's agreement to enter into a compliance plan describing agreed-upon specific steps and standards for evaluating AIG's ongoing compliance with state regulations governing the setting of workers' compensation insurance premium rates and the reporting of workers' compensation premiums; and (iv) AIG's agreement to pay up to \$150 million in contingent fines in the event that AIG fails to comply substantially with the compliance plan requirements. The \$146.5 million in fines, penalties and premium taxes have been funded out of the \$597 million held in the Workers' Compensation Fund and placed into an escrow account pursuant to the terms of the regulatory settlement agreement. The regulatory settlement is contingent upon and will not become effective until, among other events: (i) a final, court-approved settlement is reached in all the lawsuits that comprise the Workers' Compensation Premium Reporting Litigation, discussed below, including the putative class action, except that such settlement need not resolve claims between AIG and the Liberty Mutual Group in order for the regulatory settlement to become effective and (ii) a settlement is reached and consummated between AIG and certain state insurance guaranty funds that may assert claims against AIG for underpayment of guaranty-fund assessments.

AIG has established a reserve equal to the amounts payable under the proposed settlement.

Litigation Related to the Matters Underlying the 2006 Regulatory Settlements

AIG and certain present and former directors and officers of AIG have been named in various actions related to the matters underlying the 2006 Regulatory Settlements. These actions are described below.

The Consolidated 2004 Securities Litigation. Beginning in October 2004, a number of putative securities fraud class action suits were filed in the Southern District of New York against AIG and consolidated as *In re American*

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International Group, Inc. Securities Litigation (the Consolidated 2004 Securities Litigation). Subsequently, a separate, though similar, securities fraud action was also brought against AIG by certain Florida pension funds. The lead plaintiff in the Consolidated 2004 Securities Litigation is a group of public retirement systems and pension funds benefiting Ohio state employees, suing on behalf of themselves and all purchasers of AIG's publicly traded securities between October 28, 1999 and April 1, 2005. The named defendants are AIG and a number of present and former AIG officers and directors, as well as C.V. Starr & Co., Inc. (Starr), Starr International Company, Inc. (SICO), General Reinsurance Corporation (General Re), and PwC, among others. The lead plaintiff alleges, among other things, that AIG: (i) concealed that it engaged in anti-competitive conduct through alleged payment of contingent commissions to brokers and participation in illegal bid-rigging; (ii) concealed that it used "income smoothing" products and other techniques to inflate its earnings; (iii) concealed that it marketed and sold "income smoothing" insurance products to other companies; and (iv) misled investors about the scope of government investigations. In addition, the lead plaintiff alleges that Maurice R. Greenberg, AIG's former Chief Executive Officer, manipulated AIG's stock price. The lead plaintiff asserts claims for violations of Sections 11 and 15 of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and Sections 20(a) and Section 20A of the Exchange Act.

In October 2009, the lead plaintiff advised the Court that it had entered into a settlement agreement with Greenberg, Howard I. Smith, AIG's former Chief Financial Officer, Christian M. Milton, Michael J. Castelli, SICO and Starr. At the lead plaintiff's request, the Court has entered an order dismissing all of the lead plaintiff's claims against these defendants "without prejudice" to any party. The settlement agreement between lead plaintiff and these defendants was filed with the Court on January 6, 2011.

On February 22, 2010, the Court issued an opinion granting, in part, lead plaintiffs' motion for class certification. The Court rejected lead plaintiffs' request to include in the class purchasers of certain AIG bonds and declined to certify a class with respect to certain counts of the complaint and dismissed those claims for lack of standing. With respect to the remaining claims under the Exchange Act on behalf of putative class members who had purchased AIG Common Stock, the Court declined to certify a class as to certain defendants other than AIG and rejected lead plaintiffs' claims that class members could establish injury based on disclosures on two of the six dates lead plaintiffs had proposed, but certified a class consisting of all shareholders who purchased or otherwise acquired AIG Common Stock during the class period of October 28, 1999 to April 1, 2005, and who possessed that stock over one or more of the dates October 14, 2004, October 15, 2004, March 17, 2005 or April 1, 2005, as well as persons who held AIG Common Stock in two companies at the time they were acquired by AIG in exchange for AIG Common Stock, and were allegedly damaged thereby. In light of the class certification decision, on March 5, 2010, the Court denied as moot General Re's and lead plaintiffs' motion to certify their proposed settlement, and on March 18, 2010, PwC withdrew its motion to approve its proposed settlement with lead plaintiffs. Lead plaintiffs and AIG each filed petitions requesting permission to file an interlocutory appeal of the class certification decision. AIG, General Re, Richard Napier and Ronald Ferguson each filed opposition briefs to lead plaintiffs' petition.

On May 17, 2010, PwC and lead plaintiffs jointly moved for final approval of their settlement as proposed prior to class certification. On November 30, 2010, the Court approved the settlement between lead plaintiffs and PwC. On December 13, 2010, four shareholders filed a notice of appeal of the final judgment.

On June 23, 2010, General Re and lead plaintiffs jointly moved for preliminary approval of their settlement. On September 10, 2010, the Court issued an opinion denying the motion for preliminary approval and, on September 23, 2010, the Court dismissed the lead plaintiffs' causes of action with respect to General Re. On October 21, 2010, lead plaintiffs filed a notice of appeal of the Court's September 23, 2010 order dismissing the claims against the Gen Re defendants, as well as the March 4, 2010 order refusing to preliminarily approve a settlement with the Gen Re defendants, and the February 22, 2010 class certification order to the extent it denied class certification for the claims against the Gen Re defendants.

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On June 28, 2010, the Second Circuit granted AIG's petition seeking permission to file an interlocutory appeal of the class certification decision, and denied the petition by lead plaintiffs. On September 1, 2010, AIG and lead plaintiffs entered into a stipulation to withdraw AIG's interlocutory appeal without prejudice to reinstate the appeal in the future, which has been endorsed by the Second Circuit. On August 5, 2011, AIG and lead plaintiffs entered into a stipulation to extend the time by which the appeal must be reinstated, which has been endorsed by the Second Circuit.

On July 14, 2010, AIG approved the terms of a settlement (the Settlement) with lead plaintiffs. The Settlement is conditioned on, among other things, court approval and a minimum level of shareholder participation. Under the terms of the Settlement, if consummated, AIG will pay an aggregate of \$725 million, \$175 million of which is to be paid into escrow within ten days of preliminary court approval. AIG's obligation to fund the remainder of the settlement amount was conditioned on its having consummated one or more common stock offerings raising net proceeds of at least \$550 million prior to final court approval.

On July 20, 2010, at the joint request of AIG and lead plaintiffs, the District Court entered an order staying all deadlines in the case. On November 30, 2010, AIG and lead plaintiffs executed their agreement of settlement and compromise. On November 30, 2010, lead plaintiffs filed a motion for preliminary approval of the settlement with AIG. On May 27, 2011, AIG completed a registered public offering of 300 million shares of AIG Common Stock. The offering ensures that AIG's payment under the settlement will be in cash, not AIG Common Stock. On June 10, 2011, pursuant to the Court's direction, lead plaintiff filed amended shareholder notices reflecting the fact that AIG's payment would be in cash because of the completion of the public offering.

On October 5, 2011, the District Court granted lead plaintiffs' motion for preliminary approval of the settlement between AIG and lead plaintiffs. Notices to class members of the settlement were mailed on October 14, 2011. Objections to the settlement and requests to be excluded from the settlement are due to the District Court by December 30, 2011. The District Court scheduled a hearing on January 31, 2012 to determine whether final approval of the settlement should be granted.

As of September 30, 2011, AIG had accrued for the full amount of the Settlement.

The Multi-District Litigation. Commencing in 2004, policyholders brought multiple federal antitrust and Racketeer Influenced and Corrupt Organizations Act (RICO) class actions in jurisdictions across the nation against insurers and brokers, including AIG and a number of its subsidiaries, alleging that the insurers and brokers engaged in one or more broad conspiracies to allocate customers, steer business, and rig bids. These actions, including 24 complaints filed in different federal courts naming AIG or an AIG subsidiary as a defendant, were consolidated by the judicial panel on multi-district litigation and transferred to the United States District Court for the District of New Jersey (District of New Jersey) for coordinated pretrial proceedings. The consolidated actions have proceeded in that Court in two parallel actions, *In re Insurance Brokerage Antitrust Litigation* (the Commercial Complaint) and *In re Employee Benefits Insurance Brokerage Antitrust Litigation* (the Employee Benefits Complaint, and, together with the Commercial Complaint, the Multi-District Litigation).

The plaintiffs in the Commercial Complaint are a group of corporations, individuals and public entities that contracted with the broker defendants for the provision of insurance brokerage services for a variety of insurance needs. The broker defendants are alleged to have placed insurance coverage on the plaintiffs' behalf with a number of insurance companies named as defendants, including AIG subsidiaries. The Commercial Complaint also named various brokers and other insurers as defendants (three of which have since settled). The Commercial Complaint alleges that defendants engaged in a number of overlapping "broker-centered" conspiracies to allocate customers through the payment of contingent commissions to brokers and through purported "bid-rigging" practices. It also alleges that the insurer and broker defendants participated in a "global" conspiracy not to disclose to policyholders the payment of contingent commissions. Plaintiffs assert that the defendants violated the Sherman Antitrust Act, RICO, and the antitrust laws of 48 states and the District of Columbia, and are liable under common law breach of fiduciary duty and unjust enrichment theories. Plaintiffs seek treble damages plus interest and attorneys' fees as a result of the alleged RICO and Sherman Antitrust Act violations.

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The plaintiffs in the Employee Benefits Complaint are a group of individual employees and corporate and municipal employers alleging claims on behalf of two separate nationwide purported classes: an employee class and an employer class that acquired insurance products from the defendants from January 1, 1998 to December 31, 2004. The Employee Benefits Complaint names AIG, as well as various other brokers and insurers, as defendants. The activities alleged in the Employee Benefits Complaint, with certain exceptions, track the allegations of customer allocation through steering and bid-rigging made in the Commercial Complaint.

The District Court, in connection with the Commercial and Employee Benefits Complaints, granted (without leave to amend) defendants' motions to dismiss the federal antitrust and RICO claims on August 31, 2007 and September 28, 2007, respectively. The Court declined to exercise supplemental jurisdiction over the state law claims in the Commercial Complaint and therefore dismissed it in its entirety. Plaintiffs appealed the dismissal of the Commercial Complaint to the United States Court of Appeals for the Third Circuit (the Third Circuit) on October 10, 2007. On January 14, 2008, the District Court granted summary judgment to defendants on plaintiffs' ERISA claims in the Employee Benefits Complaint. On February 12, 2008, plaintiffs filed a notice of appeal to the Third Circuit with respect to the dismissal of the antitrust and RICO claims in the Employee Benefits Complaint.

On August 16, 2010, the Third Circuit affirmed the dismissal of the Employee Benefits Complaint in its entirety, affirmed in part and vacated in part the District Court's dismissal of the Commercial Complaint, and remanded the case for further proceedings consistent with the opinion. Specifically, the Third Circuit affirmed the dismissal of plaintiffs' broader antitrust and RICO claims, but the Court reversed the District Court's dismissal of alleged "Marsh-centered" antitrust and RICO claims based on allegations of bid-rigging involving excess casualty insurance. The Court remanded these Marsh-centered claims to the District Court for consideration as to whether plaintiffs had adequately pleaded them. Because the Third Circuit vacated in part the judgment dismissing the federal claims in the Commercial Complaint, the Third Circuit also vacated the District Court's dismissal of the state-law claims in the Commercial Complaint.

On October 1, 2010, defendants named in the Commercial Complaint filed motions to dismiss the remaining remanded claims in the District of New Jersey. On March 18, 2011, AIG and certain other defendants announced that they had entered into a memorandum of understanding (MOU) with class plaintiffs to settle the claims asserted against them in the Commercial Complaint. As of May 20, 2011, the parties to the MOU and certain other defendants entered into a Stipulation of Settlement. Under the terms of the settlement, it is anticipated that AIG will pay \$6.75 million of a total aggregate settlement amount of approximately \$37 million. The settlement is conditioned on final court approval. Plaintiffs' attorneys' fees and litigation expenses, and the aggregate costs of notice and claims administration in connection with the settlement, would be paid from the settlement fund.

On June 20, 2011, the Court "administratively terminated" without prejudice the various Defendants' pending motions to dismiss the proposed class plaintiffs' operative pleading indicating that those motions may be re-filed after adjudication of all issues related to the proposed class settlement and subject to the approval of the Magistrate Judge. On June 27, 2011, the Court preliminarily approved the class settlement. On June 30, 2011, AIG placed its portion of the total settlement payment into escrow. If the settlement does not receive final court approval, those funds will revert to AIG. A final fairness hearing was held on September 14, 2011. The Court has not yet ruled on the motion for final approval of the class settlement.

A number of complaints making allegations similar to those in the Multi-District Litigation have been filed against AIG and other defendants in state and federal courts around the country. The defendants have thus far been successful in having the federal actions transferred to the District of New Jersey and consolidated into the Multi-District Litigation. These additional consolidated actions are still pending in the District of New Jersey, but are currently stayed. In one of those consolidated actions, *Palm Tree Computer Systems, Inc. v. Ace USA (Palm Tree)*, which is brought by two named plaintiffs on behalf of a proposed class of insurance purchasers, the plaintiffs allege specifically with respect to their claim for breach of fiduciary duty against the insurer defendants that neither named plaintiff nor any member of the proposed class suffered damages "exceeding \$74,999 each."

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Plaintiffs do not specify damages as to other claims against the insurer defendants in the complaint. The plaintiffs in *Palm Tree* have not yet sought certification of the class, as that case has been stayed by the District Court of New Jersey. Because discovery has not been completed and the District Court has not determined if a class action is appropriate or the size or scope of any class, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the *Palm Tree* litigation. In another consolidated action, *The Heritage Corp. of South Florida v. National Union Fire Ins. Co. (Heritage)*, an individual plaintiff alleges damages "in excess of \$75,000." Because discovery has not been completed and a precise amount of damages has not been specified, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the *Heritage* litigation. For the remaining consolidated actions, as of October 24, 2011, plaintiffs have not specified an amount of alleged damages arising from these actions. AIG is therefore unable to reasonably estimate the possible loss or range of losses, if any, arising from these matters.

In June 2011, the Court ordered counsel for each of the tag-along actions in the Multi-District Litigation (including the following cases where AIG is a defendant: *Avery Dennison Corp. v. Marsh & McLennan Companies, Inc.*; *Henley Management Co. v. Marsh Inc.*; *Heritage*; and *Palm Tree*) to submit a letter to the Court within 30 days of the date of that order that outlines the effect the current proposed class settlement will have on their respective cases if finalized in due course. In July 2011, several plaintiffs submitted letters to the Court. Defendants submitted an omnibus response to the Court on August 19, 2011.

On October 17, 2011, the Court conducted a conference and subsequently ordered that discovery and motion practice may proceed in all tag-along actions. The parties were ordered to submit a proposed scheduling order for discovery and any additional motion practice to the Court by October 31, 2011.

The AIG defendants have also sought to have state court actions making similar allegations stayed pending resolution of the Multi-District Litigation proceeding. These efforts have generally been successful, although four cases have proceeded; one each in Florida and New Jersey state courts that have settled, and one each in Texas and Kansas state courts have proceeded (although discovery is stayed in both actions). In the Texas action, plaintiff filed its Fourth Amended Petition on July 13, 2009 and on August 14, 2009, defendants filed renewed special exceptions. Plaintiff in the Texas action alleges a "maximum" of \$125 million in total damages (after trebling). Because the Court has not rendered a decision on defendants' renewed special exceptions and discovery has not been completed, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the Texas action. In the Kansas action, defendants are appealing to the Kansas Supreme Court the trial court's denial of defendants' motion to dismiss on statute of limitations grounds. In the Kansas action, the plaintiff alleges damages in an amount "greater than \$75,000" for each of the three claims directed against AIG in the complaint. Because the Kansas Supreme Court has not decided the appeal of the trial court's denial of defendants' motion to dismiss, a precise amount of damages has not been specified and discovery has not been completed, AIG is unable to reasonably estimate the possible loss or range of losses, if any, from the Kansas action.

Workers' Compensation Premium Reporting. On May 24, 2007, the National Council on Compensation Insurance (NCCI), on behalf of the participating members of the National Workers' Compensation Reinsurance Pool (the NWCRP), filed a lawsuit in the United States District Court for the Northern District of Illinois (Northern District of Illinois) against AIG with respect to the underpayment by AIG of its residual market assessments for workers' compensation insurance. The complaint alleged claims for violations of RICO, breach of contract, fraud and related state law claims arising out of AIG's alleged underpayment of these assessments between 1970 and the present and sought damages purportedly in excess of \$1 billion. On August 6, 2007, the Court denied AIG's motion seeking to dismiss or stay the complaint or, in the alternative, to transfer to the Southern District of New York. On December 26, 2007, the Court denied AIG's motion to dismiss the complaint.

On March 17, 2008, AIG filed an amended answer, counterclaims and third-party claims against NCCI (in its capacity as attorney-in-fact for the NWCRP), the NWCRP, its board members, and certain of the other insurance companies that are members of the NWCRP alleging violations of RICO, as well as claims for conspiracy, fraud,

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and other state law claims. The counterclaim- defendants and third-party defendants filed motions to dismiss on June 9, 2008. On January 26, 2009, AIG filed a motion to dismiss all claims in the complaint for lack of subject-matter jurisdiction. On February 23, 2009, the Court issued a decision and order sustaining AIG's counterclaims and sustaining, in part, AIG's third-party claims. The Court also dismissed certain of AIG's third-party claims without prejudice.

On April 13, 2009, third-party defendant Liberty Mutual Group (Liberty Mutual) filed third-party counterclaims against AIG, certain of its subsidiaries, and former AIG executives. On August 23, 2009, the Court granted AIG's motion to dismiss the NCCI complaint for lack of standing. On September 25, 2009, AIG filed its First Amended Complaint, reasserting its RICO claims against certain insurance companies that both underreported their workers' compensation premium and served on the NWCRP Board, and repleading its fraud and other state law claims. Defendants filed a motion to dismiss the First Amended Complaint on October 30, 2009. On October 8, 2009, Liberty Mutual filed an amended counterclaim against AIG. The amended counterclaim is substantially similar to the complaint initially filed by NCCI, but also seeks damages related to non-NWCRP states, guaranty funds, and special assessments, in addition to asserting claims for other violations of state law. The amended counterclaim also removes as defendants the former AIG executives. On October 30, 2009, AIG filed a motion to dismiss the Liberty amended counterclaim.

On April 1, 2009, Safeco Insurance Company of America (Safeco) and Ohio Casualty Insurance Company (Ohio Casualty) filed a complaint in the Northern District of Illinois, on behalf of a purported class of all NWCRP participant members, against AIG and certain of its subsidiaries with respect to the underpayment by AIG of its residual market assessments for workers' compensation insurance. The complaint was styled as an "alternative complaint," should the Court grant AIG's motion to dismiss the NCCI lawsuit for lack of subject-matter jurisdiction. The allegations in the class action complaint are substantially similar to those filed by the NWCRP, but the complaint names former AIG executives as defendants and asserts a RICO claim against those executives. On August 28, 2009, the class action plaintiffs filed an amended complaint, removing the AIG executives as defendants. On October 30, 2009, AIG filed a motion to dismiss the amended complaint. On July 16, 2010, Safeco and Ohio Casualty filed their motion for class certification, which AIG opposed on October 8, 2010.

On July 1, 2010, the Court ruled on the pending motions to dismiss that were directed at all parties' claims. With respect to the underreporting NWCRP companies' and board members' motion to dismiss AIG's first amended complaint, the Court denied the motion to dismiss all counts except AIG's claim for unjust enrichment, which it found to be precluded by the surviving claims for breach of contract. With respect to NCCI and the NWCRP's motion to dismiss AIG's first amended complaint, the Court denied the NCCI and the NWCRP's motions to dismiss AIG's claims for an equitable accounting and an action on an open, mutual, and current account. With respect to AIG's motions to dismiss Liberty's counterclaims and the class action complaint, the Court denied both motions, except that it dismissed the class claim for promissory estoppel. On July 30, 2010, the NWCRP filed a motion for reconsideration of the Court's ruling denying its motion to dismiss AIG's claims for an equitable accounting and an action on an open, mutual, and current account. The Court denied the NWCRP's motion for reconsideration on September 16, 2010. The plaintiffs filed a motion for class certification on July 16, 2010. AIG opposed the motion.

On January 5, 2011, AIG executed a term sheet with a group of intervening plaintiffs, made up of seven participating members of the NWCRP that filed a motion to intervene in the class action for the purpose of settling the claims at issue on behalf of a settlement class. The proposed class-action settlement would require AIG to pay \$450 million to satisfy all liabilities to the class members arising out of the workers' compensation premium reporting issues, a portion of which would be funded out of the remaining amount held in the Workers' Compensation Fund less any amounts previously withdrawn to satisfy AIG's regulatory settlement obligations, as addressed above. On January 13, 2011, their motion to intervene was granted. On January 19, 2011, the intervening class plaintiffs filed their Complaint in Intervention. On January 28, 2011, AIG and the intervening class plaintiffs entered into a settlement agreement embodying the terms set forth in the January 5, 2011 term sheet and filed a joint motion for certification of the settlement class and preliminary approval of the settlement.

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If approved by the Court (and such approval becomes final), the settlement agreement will resolve and dismiss with prejudice all claims that have been made or that could have been made in the consolidated litigations pending in the Northern District of Illinois arising out of workers' compensation premium reporting, including the class action, other than claims that are brought by any class member that opts out of the settlement. On April 29, 2011, Liberty Mutual filed papers in opposition to preliminary approval of the proposed settlement and in opposition to certification of a settlement class, in which it alleged AIG's actual exposure, should the class action continue through judgment, to be in excess of \$3 billion. AIG disputes and will defend against this allegation. The Court held a hearing on the motions for class certification and preliminary approval of the proposed class-action settlement on June 21 and July 25, 2011.

On August 1, 2011, the Court issued an opinion and order granting the motion for class certification and preliminarily approving the proposed class-action settlement, subject to certain minor modifications that the Court noted the parties already had agreed to make. The opinion and order became effective upon the entry of a separate Findings and Order Preliminarily Certifying a Settlement Class and Preliminarily Approving Proposed Settlement on August 5, 2011. Liberty Mutual sought leave from the United States Court of Appeals for the Seventh Circuit to appeal the August 5, 2011 class certification decision, which was denied on August 19, 2011. Notice of the settlement was issued to the class members on August 19, 2011 advising that any class member wishing to opt out of or object to the class action-settlement was required to do so by October 3, 2011. RLI Insurance Company and its affiliates, which were to receive less than one thousand dollars under the proposed settlement, sent the only purported opt-out notice. Liberty Mutual, including its subsidiaries Safeco and Ohio Casualty, and the Kemper group of insurance companies, through their affiliate Lumbermens Mutual Casualty, were the only two objectors. AIG and the settling class plaintiffs filed responses to the objectors' submissions on October 28, 2011. A final fairness hearing is scheduled for November 29, 2011.

The \$450 million settlement amount was funded in part from the approximately \$191.5 million remaining in the Workers' Compensation Fund, after the transfer of the \$146.5 million in fines, penalties, and premium taxes discussed in the NAIC Examination of Workers' Compensation Premium Reporting matter above into an escrow account pursuant to the regulatory settlement agreement. In the event that the proposed class action settlement is not approved, the litigation will resume. AIG has an accrued liability equal to the amounts payable under the settlement.

Litigation Matters Relating to AIG's Insurance Operations

Caremark. AIG and certain of its subsidiaries have been named defendants in two putative class actions in state court in Alabama that arise out of the 1999 settlement of class and derivative litigation involving Caremark Rx, Inc. (Caremark). The plaintiffs in the second-filed action intervened in the first-filed action, and the second-filed action was dismissed. An excess policy issued by a subsidiary of AIG with respect to the 1999 litigation was expressly stated to be without limit of liability. In the current actions, plaintiffs allege that the judge approving the 1999 settlement was misled as to the extent of available insurance coverage and would not have approved the settlement had he known of the existence and/or unlimited nature of the excess policy. They further allege that AIG, its subsidiaries, and Caremark are liable for fraud and suppression for misrepresenting and/or concealing the nature and extent of coverage. In addition, the intervenors originally alleged that various lawyers and law firms who represented parties in the underlying class and derivative litigation (the Lawyer Defendants) were also liable for fraud and suppression, misrepresentation, and breach of fiduciary duty.

The complaints filed by the plaintiffs and the intervenors request compensatory damages for the 1999 class in the amount of \$3.2 billion, plus punitive damages. AIG and its subsidiaries deny the allegations of fraud and suppression, assert that information concerning the excess policy was publicly disclosed months prior to the approval of the settlement, that the claims are barred by the statute of limitations, and that the statute cannot be tolled in light of the public disclosure of the excess coverage. The plaintiffs and intervenors, in turn, have asserted that the disclosure was insufficient to inform them of the nature of the coverage and did not start the running of the statute of limitations.

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In November 2007, the trial court dismissed the intervenors' complaint against the Lawyer Defendants, and the Alabama Supreme Court affirmed that dismissal in September 2008. After the case was sent back down to the trial court, the intervenors retained additional counsel and filed an Amended Complaint in Intervention that named only Caremark and AIG and various subsidiaries as defendants, purported to bring claims against all defendants for deceit and conspiracy to deceive, and purported to bring a claim against AIG and its subsidiaries for aiding and abetting Caremark's alleged deception. The defendants moved to dismiss the Amended Complaint in Intervention, and the plaintiffs moved to disqualify all of the lawyers for the intervenors because, among other things, the newly retained firm had previously represented Caremark. The intervenors, in turn, moved to disqualify the lawyers for the plaintiffs in the first-filed action. The cross-motions to disqualify were withdrawn after the two sets of plaintiffs agreed that counsel for the original plaintiffs would act as lead counsel, and intervenors also withdrew their Amended Complaint in Intervention. The trial court approved all of the foregoing steps and, in April 2009, established a schedule for class action discovery that was to lead to a hearing on class certification in March 2010. The Court has since appointed a special master to oversee class action discovery and has directed the parties to submit a new discovery schedule after certain discovery disputes are resolved. Class discovery is ongoing, and no schedule for the class certification hearing has been set.

As of October 31, 2011, the parties have not completed class action discovery, general discovery has not commenced, and the court has not determined if a class action is appropriate or the size or scope of any class. As a result, AIG is unable to reasonably estimate the possible loss or range of losses, if any, arising from the litigation.

(b) Commitments

Flight Equipment

At September 30, 2011, ILFC had committed to purchase 235 new aircraft and one used aircraft deliverable from 2011 through 2019, at an estimated aggregate purchase price of approximately \$17.5 billion. ILFC will be required to find lessees for any aircraft acquired and to arrange financing for a substantial portion of the purchase price.

During 2011, ILFC entered into a contract for the purchase of 100 A320neo family narrowbody aircraft from Airbus with deliveries beginning in 2015 and canceled its previous purchase commitment for ten A380s. ILFC also has the right to purchase an additional 50 Airbus A320neo family narrowbody aircraft. In addition, ILFC signed a purchase agreement for 33 737-800 aircraft from Boeing with deliveries beginning in 2012.

Other Commitments

In the normal course of business, AIG enters into commitments to invest in limited partnerships, private equities, hedge funds and mutual funds and to purchase and develop real estate in the U.S. and abroad. These commitments totaled \$3.1 billion at September 30, 2011.

(c) Contingencies

Liability for unpaid claims and claims adjustment expense

Although AIG regularly reviews the adequacy of the established Liability for unpaid claims and claims adjustment expense, there can be no assurance that AIG's ultimate Liability for unpaid claims and claims adjustment expense will not develop adversely and materially exceed AIG's current Liability for unpaid claims and claims adjustment expense. Estimation of ultimate net claims, claims adjustment expenses and Liability for unpaid claims and claims adjustment expense is a complex process for long-tail casualty lines of business, which include excess and umbrella liability, D&O, professional liability, medical malpractice, workers' compensation, general liability, products liability and related classes, as well as asbestos and environmental exposures. Generally, actual historical loss development factors are used to project future loss development. However, there can be no assurance that future loss development patterns will be the same as in the past. Moreover, any deviation in loss

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cost trends or in loss development factors might not be discernible for an extended period of time subsequent to the recording of the initial loss reserve estimates for any accident year. Thus, there is the potential for reserves with respect to a number of years to be significantly affected by changes in loss cost trends or loss development factors that were relied upon in setting the reserves. These changes in loss cost trends or loss development factors could be attributable to changes in inflation, in labor and material costs or in the judicial environment, or in other social or economic phenomena affecting claims.

(d) Guarantees

Subsidiaries

AIG has issued unconditional guarantees with respect to the prompt payment, when due, of all present and future payment obligations and liabilities of AIGFP arising from transactions entered into by AIGFP.

In connection with AIGFP's leasing business, AIGFP has issued, in a limited number of transactions, standby letters of credit or similar facilities to equity investors in an amount equal to the termination value owing to the equity investor by the lessee in the event of a lessee default (the equity termination value). The total amount outstanding at September 30, 2011 was \$779 million. In those transactions, AIGFP has agreed to pay such amount if the lessee fails to pay. The amount payable by AIGFP is, in certain cases, partially offset by amounts payable under other instruments typically equal to the present value of a scheduled payment to be made by AIGFP. In the event that AIGFP is required to make a payment to the equity investor, the lessee is unconditionally obligated to reimburse AIGFP. To the extent that the equity investor is paid the equity termination value from the standby letter of credit and/or other sources, including payments by the lessee, AIGFP takes an assignment of the equity investor's rights under the lease of the underlying property. Because the obligations of the lessee under the lease transactions are generally economically defeased, lessee bankruptcy is the most likely circumstance in which AIGFP would be required to pay.

Asset Dispositions

General

AIG is subject to financial guarantees and indemnity arrangements in connection with the completed sales of businesses pursuant to its asset disposition plan. The various arrangements may be triggered by, among other things, declines in asset values, the occurrence of specified business contingencies, the realization of contingent liabilities, developments in litigation or breaches of representations, warranties or covenants provided by AIG. These arrangements are typically subject to various time limitations, defined by the contract or by operation of law, such as statutes of limitation. In some cases, the maximum potential obligation is subject to contractual limitations, while in other cases such limitations are not specified or are not applicable.

AIG is unable to develop a reasonable estimate of the maximum potential payout under certain of these arrangements. Overall, AIG believes that it is unlikely it will have to make any material payments related to completed sales under these arrangements, and no material liabilities related to these arrangements have been recorded in the Consolidated Balance Sheet. See Notes 1 and 4 herein for additional information on sales of businesses and asset dispositions.

ALICO Sale

Pursuant to the terms of the ALICO stock purchase agreement, AIG has agreed to provide MetLife with certain indemnities, the most significant of which include:

Indemnification related to breaches of general representations and warranties with an aggregate deductible of \$125 million and a maximum payout of \$2.25 billion. The indemnification extends for 21 months after November 1, 2010.

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Indemnifications related to specific product, investment, litigation and other matters that are excluded from the general representations and warranties indemnity. These indemnifications provide for various deductible amounts, which in certain cases are zero, and maximum exposures, which in certain cases are unlimited, and extend for various periods after the completion of the sale.

Tax indemnifications related to insurance reserves that extend for taxable periods ending on or before December 31, 2013 and that are limited to an aggregate of \$200 million, and certain other tax-related representations and warranties that extend to the expiration of the statute of limitations and are subject to an aggregate deductible of \$50 million.

Indemnification for taxes incurred by ALICO as a result of the proposed elections under Section 338 of the Internal Revenue Code (the Code). Such elections have the effect of shifting the federal income tax liability on the sale from the seller to ALICO. On March 8, 2011, AIG paid MetLife approximately \$300 million related to this indemnity.

In connection with the above, at September 30, 2011, approximately \$2.6 billion of proceeds from the ALICO Sale were on deposit in an escrow arrangement. The escrow arrangement consists of \$3.0 billion of initial cash proceeds from the sale of MetLife securities received upon the completion of the ALICO Sale, less payments of approximately \$300 million as described above, and approximately \$97 million paid to MetLife from the escrow account during the third quarter of 2011 in connection with the indemnification for previously disclosed litigation relating to Italian internal fund suspensions. The amount required to be held in escrow declines to zero over a 30-month period ending in April 2013, with claims submitted related to the indemnifications reducing the amount that can be released to AIG. Escrow releases to AIG are generally required to be applied towards the reduction of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. See Note 16 herein.

AIG Star and AIG Edison Sale

Pursuant to the terms of the AIG Star and AIG Edison stock purchase agreement, AIG has agreed to provide Prudential Financial, Inc. with certain indemnities, the most significant of which is indemnification related to breaches of general representations and warranties that exceed 4.1 billion Yen (\$53 million at the September 30, 2011 exchange rate), with a maximum payout of 102 billion Yen (\$1.3 billion at the September 30, 2011 exchange rate). Except for certain specified representations and warranties that may have a longer survival period, the indemnification extends until November 1, 2012.

For additional information on AIG's guarantees, see Notes 9, 10 and 15 herein.

12. Total Equity and Earnings (Loss) Per Share**Shares Outstanding**

The following table presents a rollforward of outstanding shares:

Nine Months Ended	Preferred Stock				Common Stock	Treasury Stock
	AIG Series E	AIG Series F	AIG Series C	AIG Series G		
September 30, 2011						
Shares issued, beginning of year	400,000	300,000	100,000	-	147,124,067	6,660,908
Issuances	-	-	-	20,000	100,113,761	-

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Settlement of equity unit stock purchase contracts	-	-	-	-	3,606,417	-
Shares exchanged	(400,000)	(300,000)	(100,000)	-	1,655,037,962	11,678
Shares cancelled	-	-	-	(20,000)	-	-
Shares issued, end of period	-	-	-	-	1,905,882,207	6,672,586

See Note 1 herein for a discussion of the Recapitalization and the May 2011 Common Stock Offering and Sale.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Equity Units**

In January, March and June 2011, AIG remarketed the three series of debentures included in the Equity Units. AIG purchased and retired all of the Series B-1, B-2 and B-3 Debentures representing \$2.2 billion in aggregate principal and as a result, no Series B-1, B-2 or B-3 Debentures remain outstanding.

During the nine months ended September 30, 2011, AIG issued approximately 3.6 million shares of AIG Common Stock in connection with the settlement of the stock purchase contracts underlying its Equity Units in three tranches, the third of which was completed in the third quarter of 2011.

Accumulated Other Comprehensive Income

The following table presents a rollforward of Accumulated other comprehensive income:

Nine Months Ended September 30, 2011	Unrealized Appreciation (Depreciation) of Fixed Maturity Investments on Which Other-Than- Temporary Impairments Were Taken			Unrealized Appreciation of All Other Investments	Foreign Currency Translation Adjustments	Net Derivative Gains (Losses) Arising from Cash Flow Hedging Activities		Change in Retirement Plan Liabilities Adjustment	Total			
(in millions)												
Balance, beginning of year, net of tax	\$	(659)	\$	8,888	\$	298	\$	(34)	\$	(869)	\$	7,624
Unrealized appreciation of investments		271		1,278		-		-		-		1,549
Effect of unrealized investment appreciation on future policy benefits*		-		(1,665)		-		-		-		(1,665)
Net changes in foreign currency translation adjustments		-		-		(1,347)		-		-		(1,347)
Net gains on cash flow hedges		-		-		-		45		-		45
Net actuarial loss		-		-		-		-		(667)		(667)
Prior service credit		-		-		-		-		379		379
Deferred tax asset (liability)		(166)		(572)		341		(31)		98		(330)
Total other comprehensive income (loss)		105		(959)		(1,006)		14		(190)		(2,036)
Acquisition of noncontrolling interest		-		43		62		-		(17)		88
Noncontrolling interests		3		(160)		4		-		-		(153)
Balance, end of period, net of tax	\$	(557)	\$	8,132	\$	(650)	\$	(20)	\$	(1,076)	\$	5,829

*

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Represents the pre-tax adjustment to Accumulated other comprehensive income as a consequence of the recognition of additional policyholder benefit reserves of approximately \$1.6 billion and a related reduction of deferred acquisition costs (DAC) of approximately \$110 million. The adjustment to policyholder benefit reserves assumes that the unrealized appreciation on available for sale securities is actually realized and that the proceeds are reinvested at lower yields.

Noncontrolling interests

In connection with the execution of its orderly asset disposition plan, as well as the repayment of the FRBNY Credit Facility, AIG transferred two of its wholly owned businesses, AIA and ALICO, to two newly created special purpose vehicles (SPVs) in exchange for all the common and preferred interests of those SPVs. On December 1, 2009, AIG transferred the preferred interests in the SPVs to the FRBNY in consideration for a \$25 billion reduction of the outstanding loan balance and of the maximum amount of credit available under the FRBNY Credit Facility and amended the terms of the FRBNY Credit Facility. As part of the closing of the Recapitalization, the remaining preferred interests, with an aggregate liquidation preference of approximately \$20.3 billion at January 14, 2011, were purchased from the FRBNY by AIG and transferred to the Department of the Treasury as part of the consideration for the exchange of the Series F Preferred Stock. Under the terms of the

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American International Group, Inc.

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SPVs' limited liability company agreements, the SPVs generally may not distribute funds to AIG until the liquidation preferences and preferred returns on the preferred interests have been repaid in full and concurrent distributions have been made on certain participating returns attributable to the preferred interests.

The common interests, which were retained by AIG, entitle AIG to 100 percent of the voting power of the SPVs. The voting power allows AIG to elect the boards of managers of the SPVs, who oversee the management and operation of the SPVs. Primarily due to the substantive participation rights of the preferred interests, the SPVs were determined to be variable interest entities. As the primary beneficiary of the SPVs, AIG consolidates the SPVs.

The rights originally held by the FRBNY through its ownership of the preferred interests are now held by the Department of the Treasury. In connection with the Recapitalization, AIG agreed to cause the proceeds of certain asset dispositions to be used to redeem the remaining preferred interests.

As a result of the closing of the Recapitalization on January 14, 2011, the SPV Preferred Interests held by the Department of the Treasury are not considered permanent equity on AIG's Consolidated Balance Sheet, and were classified as redeemable non-controlling interests. As part of the Recapitalization, AIG used approximately \$6.1 billion of the cash proceeds from the sale of ALICO to pay down a portion of the liquidation preference of the SPV Preferred Interests. The SPV Preferred Interests were further reduced by approximately \$11.5 billion using proceeds from the sale of AIG Star, AIG Edison, Nan Shan, and MetLife securities received in the sale of ALICO. During the first quarter of 2011, the liquidation preference of the Preferred Interests in the ALICO SPV was paid in full.

The following table presents a rollforward of non-controlling interests:

<i>(in millions)</i>	Redeemable Noncontrolling interests Held by			Non-redeemable Noncontrolling interests		
	Department of Treasury	Other	Total	Held by FRBNY	Other	Total
Nine Months Ended September 30, 2011						
Balance, beginning of year	\$ -	\$ 434	\$ 434	\$ 26,358	\$ 1,562	\$ 27,920
Repurchase of SPV preferred interests in connection with Recapitalization	-	-	-	(26,432)	-	(26,432)
Exchange of consideration for preferred stock in connection with Recapitalization	20,292	-	20,292	-	-	-
Repayment to Department of the Treasury	(11,453)	-	(11,453)	-	-	-
Net distributions	-	(16)	(16)	-	(34)	(34)
Consolidation (deconsolidation)	-	(309)	(309)	-	(123)	(123)
Acquisition of noncontrolling interest	-	-	-	-	(487)	(487)
Comprehensive income:						
Net income (loss)	464	(4)	460	74	51	125
Accumulated other comprehensive loss, net of tax:						
Unrealized losses on investments	-	-	-	-	(157)	(157)

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Foreign currency translation adjustments	-	-	-	-	4	4
Total accumulated other comprehensive loss, net of tax	-	-	-	-	(153)	(153)
Total comprehensive income (loss)	464	(4)	460	74	(102)	(28)
Other	-	-	-	-	(45)	(45)
Balance, end of period	\$ 9,303	\$ 105	\$ 9,408	\$ -	\$ 771	\$ 771

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

(in millions)	Redeemable Noncontrolling interests Held by Department of			Non-redeemable Noncontrolling interests Held by		
	Treasury	Other	Total	FRBNY	Other	Total
Nine Months Ended September 30, 2010						
Balance, beginning of year	\$ -	\$ 959	\$ 959	\$ 24,540	\$ 3,712	\$ 28,252
Net contributions	-	305	305	-	74	74
Consolidation (deconsolidation)	-	727	727	-	(2,261)	(2,261)
Comprehensive income:						
Net income	-	90	90	1,415	188	1,603
Accumulated other comprehensive income, net of tax:						
Unrealized gains on investments	-	10	10	-	104	104
Foreign currency translation adjustments	-	(5)	(5)	-	(2)	(2)
Total accumulated other comprehensive income, net of tax	-	5	5	-	102	102
Total comprehensive income	-	95	95	1,415	290	1,705
Other	-	(59)	(59)	-	101	101
Balance, end of period	\$ -	\$ 2,027	\$ 2,027	\$ 25,955	\$ 1,916	\$ 27,871

Earnings (Loss) Per Share (EPS)

Basic and diluted earnings (loss) per share are based on the weighted average number of common shares outstanding, adjusted to reflect all stock dividends and stock splits. Diluted earnings per share is based on those shares used in basic EPS plus shares that would have been outstanding assuming issuance of common shares for all dilutive potential common shares outstanding, adjusted to reflect all stock dividends and stock splits. Basic earnings (loss) per share was not affected by outstanding stock purchase contracts. Diluted earnings per share is determined considering the potential dilution from outstanding stock purchase contracts using the treasury stock method and was not affected by the previously outstanding stock purchase contracts because they were not dilutive.

In connection with the issuance of the Series C Preferred Stock, AIG applied the two-class method for calculating EPS. The two-class method is an earnings allocation method for computing EPS when a company's capital structure includes either two or more classes of common stock or common stock and participating securities. This method determines EPS based on dividends declared on common stock and participating securities (i.e., distributed earnings) as well as participation rights of participating securities in any undistributed earnings. The Series C Preferred Stock was retired as part of the Recapitalization on January 14, 2011.

AIG applied the two-class method due to the participation rights of the Series C Preferred Stock through January 14, 2011. However, application of the two-class method had no effect on earnings per share for the nine months ended September 30, 2011 because AIG recognized a net loss attributable to AIG common shareholders from continuing operations, which is not applicable to participating stock for EPS, for the

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nine months ended September 30, 2011. Subsequent to January 14, 2011, AIG did not have any outstanding participating securities that subjected AIG to the two-class method.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

The following table presents the computation of basic and diluted EPS:

<i>(dollars in millions, except per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Numerator for EPS:				
Income (loss) from continuing operations	\$ (3,724)	\$ (180)	\$ (2,810)	\$ 2,404
Net income from continuing operations attributable to noncontrolling interests:				
Nonvoting, callable, junior and senior preferred interests	145	388	538	1,415
Other	19	104	28	243
Total net income from continuing operations attributable to noncontrolling interests	164	492	566	1,658
Net income (loss) attributable to AIG from continuing operations	(3,888)	(672)	(3,376)	746
Income (loss) from discontinued operations	\$ (221)	\$ (1,833)	\$ 1,395	\$ (4,101)
Net income from discontinued operations attributable to noncontrolling interests	-	12	19	35
Net income (loss) attributable to AIG from discontinued operations	(221)	(1,845)	1,376	(4,136)
Deemed dividends	-	-	(812)	-
(Income) loss allocated to the Series C Preferred Stock continuing operations	-	-	-	(595)
Net income (loss) attributable to AIG common shareholders from continuing operations, applicable to common stock for EPS	(3,888)	(672)	(4,188)	151
(Income) loss allocated to the Series C Preferred Stock discontinued operations	-	-	-	3,299
Net income (loss) attributable to AIG common shareholders from discontinued operations, applicable to common stock for EPS	\$ (221)	\$ (1,845)	\$ 1,376	\$ (837)
Denominator for EPS:				
Weighted average shares outstanding basic	1,899,500,628	135,879,125	1,765,905,779	135,788,053
Dilutive shares	-	-	-	67,275
Weighted average shares outstanding diluted*	1,899,500,628	135,879,125	1,765,905,779	135,855,328

EPS attributable to AIG common shareholders:

Basic:

Income (loss) from continuing operations	\$	(2.05)	\$	(4.95)	\$	(2.37)	\$	1.11
Income (loss) from discontinued operations	\$	(0.11)	\$	(13.58)	\$	0.78	\$	(6.16)

Diluted:

Income (loss) from continuing operations	\$	(2.05)	\$	(4.95)	\$	(2.37)	\$	1.11
Income (loss) from discontinued operations	\$	(0.11)	\$	(13.58)	\$	0.78	\$	(6.16)

*

Dilutive shares are calculated using the treasury stock method and include dilutive shares from share-based employee compensation plans, and the warrant issued to the Department of the Treasury on April 17, 2009 to purchase up to 150 shares of AIG Common Stock (Series F Warrant). The number of shares excluded from diluted shares outstanding were 79 million and 75 million for the three- and nine-month periods ended September 30, 2011 and 12 million for the three- and nine-month periods ended September 30, 2010, respectively, because the effect would have been anti-dilutive. Shares excluded for the three- and nine-month periods ended September 30, 2011 include 75 million and 70 million shares, respectively, representing the weighted average number of warrants to purchase AIG Common Stock that were issued to shareholders on January 19, 2011.

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Deemed dividends represent the excess of (i) the fair value of the consideration transferred to the Department of the Treasury, which consists of 1,092,169,866 shares of AIG Common Stock, \$20.2 billion of redeemable SPV Preferred Interests, and a liability for a commitment by AIG to pay the Department of the Treasury's costs to dispose of all of its shares, over (ii) the carrying value of the Series E and F Preferred Stock. The fair value of the AIG Common Stock issued for the Series C Preferred Stock over the carrying value of the Series C Preferred Stock is not a deemed dividend because the Series C Preferred Stock was contingently convertible into the 562,868,096 shares of AIG Common Stock for which it was exchanged. See Note 1 herein for further discussion.

13. Employee Benefits

The following table presents the components of net periodic benefit cost with respect to pensions and other postretirement benefits:

(in millions)	Pension			Postretirement		
	Non-U.S. Plans	U.S. Plans	Total	Non-U.S. Plans	U.S. Plans	Total
Three Months Ended September 30, 2011						
Components of net periodic benefit cost:						
Service cost	\$ 14	\$ 40	\$ 54	\$ 1	\$ 3	\$ 4
Interest cost	9	54	63	1	3	4
Expected return on assets	(6)	(64)	(70)	-	-	-
Amortization of prior service credit	(1)	-	(1)	-	-	-
Amortization of net loss	3	9	12	-	-	-
Other	6	-	6	-	-	-
Net periodic benefit cost	\$ 25	\$ 39	\$ 64	\$ 2	\$ 6	\$ 8
Amount associated with discontinued operations	\$ 2	\$ -	\$ 2	\$ 1	\$ -	\$ 1
Three Months Ended September 30, 2010						
Components of net periodic benefit cost:						
Service cost	\$ 38	\$ 35	\$ 73	\$ 2	\$ 2	\$ 4
Interest cost	15	54	69	1	4	5
Expected return on assets	(9)	(64)	(73)	-	-	-
Amortization of prior service credit	(2)	-	(2)	-	-	-
Amortization of net loss	11	11	22	-	-	-
Other	1	-	1	-	-	-
Net periodic benefit cost	\$ 54	\$ 36	\$ 90	\$ 3	\$ 6	\$ 9
Amount associated with discontinued operations	\$ 32	\$ 3	\$ 35	\$ 1	\$ -	\$ 1

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(in millions)	Pension			Postretirement		
	Non-U.S. Plans	U.S. Plans	Total	Non-U.S. Plans	U.S. Plans	Total
Nine Months Ended September 30, 2011						
Components of net periodic benefit cost:						
Service cost	\$ 52	\$ 114	\$ 166	\$ 3	\$ 7	\$ 10
Interest cost	28	158	186	2	10	12
Expected return on assets	(19)	(190)	(209)	-	-	-
Amortization of prior service (credit) cost	(3)	1	(2)	-	1	1
Amortization of net loss	12	30	42	-	-	-
Other	6	-	6	-	-	-
Net periodic benefit cost	\$ 76	\$ 113	\$ 189	\$ 5	\$ 18	\$ 23
Amount associated with discontinued operations	\$ 13	\$ -	\$ 13	\$ 2	\$ -	\$ 2
Nine Months Ended September 30, 2010						
Components of net periodic benefit cost:						
Service cost	\$ 101	\$ 106	\$ 207	\$ 6	\$ 6	\$ 12
Interest cost	44	162	206	3	12	15
Expected return on assets	(23)	(192)	(215)	-	-	-
Amortization of prior service (credit) cost	(7)	1	(6)	-	-	-
Amortization of net loss	34	35	69	-	-	-
Other	2	-	2	-	-	-
Net periodic benefit cost	\$ 151	\$ 112	263	\$ 9	\$ 18	\$ 27
Amount associated with discontinued operations	\$ 96	\$ 8	104	\$ 2	\$ 1	\$ 3

Impact of AIG Star, AIG Edison and Nan Shan Divestitures

At December 31, 2010, AIG's projected benefit obligation and fair value of plan assets for its non-U.S. pension and postretirement plans were \$2.0 billion and \$954 million, respectively. These amounts have been reduced by approximately \$804 million and \$279 million for pension plans related to AIG Star and AIG Edison, respectively, which were assumed by the purchaser on February 1, 2011. In addition, the totals at December 31, 2010 were further reduced by approximately \$103 million and \$14 million for plans related to Nan Shan, which were assumed by the purchaser on August 18, 2011.

At December 31, 2010, AIG estimated its 2011 annual pension expense and contributions would be \$282 million and \$144 million, respectively. Included in those totals were \$58 million of pension expense and \$56 million of contributions for AIG Star, AIG Edison and Nan Shan.

For the nine-month period ended September 30, 2011, AIG contributed \$88 million to its U.S. and non-U.S. pension plans and estimates it will contribute an additional \$10 million for the remainder of 2011. These estimates are subject to change because contribution decisions are affected by various factors, including AIG's liquidity, market performance and management discretion.

Remeasurement of U.S. Pension and Postretirement Medical Plans

In the third quarter of 2011, AIG announced that, effective April 1, 2012, the AIG Retirement and AIG Excess Plans would be converted to cash balance plans and the retiree medical employer subsidy for the AIG Postretirement Plan would be eliminated for certain employees. The affected plans were remeasured as of September 30, 2011, based on current assumptions, to determine the effect of these plan amendments. The remeasurement resulted in a net decrease to accumulated other comprehensive income of \$590 million (pre-tax), primarily due to a decrease in the discount rate for the AIG Retirement Plan. The discount rate, which is derived

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from the unadjusted Citigroup Pension Discount Curve, declined from 5.5 percent at December 31, 2010 to 4.5 percent at September 30, 2011.

14. Income Taxes

Interim Tax Calculation Method

In the first quarter of 2011, AIG began using the estimated annual effective tax rate method in computing its interim tax provisions. The recent stabilization of operations and expected financial results allow AIG to estimate the annual effective tax rate to be applied to year-to-date income.

From the third quarter of 2008 through December 31, 2010, the discrete-period method was used to compute the interim tax provisions due to the significant variations in the customary relationship between income tax expense and pre-tax accounting income.

The estimated annual effective tax rates for the three- and nine-month periods ended September 30, 2011 exclude the tax effects of current year losses of the U.S. consolidated income tax group and, in Japan, Fuji. The related tax benefit with respect to these jurisdictions is currently projected to be offset by an increase in the valuation allowance prior to intraperiod tax allocation.

Certain items, including losses in jurisdictions where no corresponding tax benefit is available, and those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit applicable to that item is treated discretely, and is reported in the same period as the related item. For the three- and nine-month periods ended September 30, 2011, the tax effects related to the U.S. consolidated income tax group and Fuji, foreign realized capital gains and losses, and divestiture gains or losses were treated as discrete items.

Interim Tax Expense (Benefit)

For the three- and nine-month periods ended September 30, 2011, the effective tax rates on pretax loss from continuing operations were 14.5 and 28.5 percent, respectively. The tax benefit was primarily due to a decrease in the valuation allowance attributable to the anticipated inclusion of ALICO SPV within the U.S. consolidated income tax group, tax effects associated with tax exempt interest income, investments in partnerships, and effective settlements of certain uncertain tax positions, partially offset by an increase in the valuation allowance attributable to continuing operations.

For the nine-month period ended September 30, 2011, AIG recorded an increase in the U.S. consolidated income tax group valuation allowance of \$1.2 billion. The entire \$1.2 billion increase in the valuation allowance was allocated to continuing operations. This allocation was based on the primacy of continuing operations, which requires a net increase in valuation allowance to be attributed to continuing operations to the extent of the related deferred tax benefit attributable to continuing operations. The amount allocated to continuing operations also included the decrease to the valuation allowance attributable to the anticipated inclusion of ALICO SPV within the U.S. consolidated income tax group.

For the three- and nine-month periods ended September 30, 2010, the effective tax rates on pre-tax income from continuing operations were 158.8 percent and 30.3 percent, respectively. The effective tax rate for the three-month period ended September 30, 2010 attributable to continuing operations was primarily related to the effect of foreign operations, nondeductible losses, realized gains resulting from transfers of subsidiaries, and uncertain tax positions, partially offset by a net reduction of the valuation allowance and by the tax benefit associated with tax exempt interest. The effective tax rate for the nine-month period ended September 30, 2010 attributable to continuing operations was primarily related to the effect of foreign operations, nondeductible losses and realized gains resulting from transfers of subsidiaries, partially offset by the bargain purchase gain associated with the acquisition of Fuji, the tax benefits associated with tax exempt interest income, and a reduction in the valuation allowance.

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American International Group, Inc.

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Assessment of Deferred Tax Asset Valuation Allowances

The evaluation of the recoverability of the deferred tax asset and the need for a valuation allowance requires AIG to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

AIG's framework for assessing the recoverability of deferred tax assets weighs the sustainability of recent operating profitability, the predictability of future operating profitability of the character necessary to realize the deferred tax assets, and its emergence from cumulative losses in recent years. The framework requires AIG to consider all available evidence, including:

the sustainability of recent operating profitability of the AIG subsidiaries in various tax jurisdictions;

the predictability of future operating profitability of the character necessary to realize the deferred tax assets;

the nature, frequency, and severity of cumulative financial reporting losses in recent years;

the carryforward periods for the net operating loss, capital loss and foreign tax credit carryforwards;

the recognition of the gains and losses on business dispositions;

prudent and feasible tax planning strategies that would be implemented, if necessary, to protect against the loss of the deferred tax assets; and

the effect of reversing taxable temporary differences.

AIG has had several favorable developments, including the completion of the Recapitalization in January 2011, the wind-down of AIGFP's portfolios, the sale of certain businesses, and its emergence from cumulative losses in recent years. AIG's U.S. consolidated income tax group, however, still needs to demonstrate sustainable operating profit. Based on the results of the third quarter of 2011, AIG's level of profitability in the fourth quarter of 2011 will be very important in demonstrating sustainable operating profit. AIG's ability to demonstrate sustainable operating profit, together with the recent emergence from cumulative losses as well as projections of sufficient future taxable income, would represent significant positive evidence. Depending on AIG's level of profitability and the characteristics of the deferred tax assets, it is possible that the valuation allowance could be released in large part in the fourth quarter of 2011, which would materially and favorably affect Net income and shareholders' equity in that period. At December 31, 2010, the valuation allowance for AIG's U.S. consolidated income tax group was \$23.8 billion.

Tax Examinations and Litigation

On March 29, 2011, the U.S. District Court, Southern District of New York, ruled on a motion for partial summary judgment that AIG filed on July 30, 2010 related to the disallowance of foreign tax credits associated with cross border financing transactions. The court denied AIG's motion with leave to renew following the completion of discovery regarding certain transactions referred to in AIG's motion, which AIG believes may be significant to the outcome of the action.

Accounting for Uncertainty in Income Taxes

At September 30, 2011 and December 31, 2010, AIG's unrecognized tax benefits, excluding interest and penalties, were \$4.5 billion and \$5.3 billion, respectively. At September 30, 2011 and December 31, 2010, AIG's unrecognized tax benefits were \$825 million and \$1.7 billion, respectively, related to tax positions that if recognized would not affect the effective tax rate because they relate to the timing, rather than the permissibility, of the deduction. Accordingly, at September 30, 2011 and December 31, 2010, the amounts of unrecognized tax

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benefits that, if recognized, would favorably affect the effective tax rate were \$3.7 billion and \$3.6 billion, respectively.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At September 30, 2011 and December 31, 2010, AIG accrued \$857 million and \$952 million, respectively, for the payment of interest (net of the federal benefit) and penalties. For the nine-month periods ended September 30, 2011 and 2010, AIG recognized \$(58) million and \$74 million, respectively, of income tax expense (benefit) for interest (net of the federal benefit) and penalties.

Although it is reasonably possible that a change in the balance of unrecognized tax benefits may occur within the next twelve months, at this time it is not possible to estimate the range of the change due to the uncertainty of the potential outcomes.

15. Information Provided in Connection With Outstanding Debt

The following condensed consolidating financial statements reflect the results of SunAmerica Financial Group, Inc. (SAFG, Inc.) formerly known as AIG Life Holdings (U.S.), Inc. (AIGLH), a holding company and a wholly owned subsidiary of AIG. AIG provides a full and unconditional guarantee of all outstanding debt of SAFG, Inc.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Condensed Consolidating Balance Sheet**

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	SAFG, Inc.	Other Subsidiaries	Reclassifications and Eliminations	Consolidated AIG
September 30, 2011					
Assets:					
Short-term investments	\$ 17,261	\$ -	\$ 17,142	\$ (5,305)	\$ 29,098
Other investments ^(a)	6,597	-	480,385	(102,974)	384,008
Total investments	23,858	-	497,527	(108,279)	413,106
Cash	165	-	1,377	-	1,542
Loans to subsidiaries ^(b)	39,620	-	(39,620)	-	-
Debt issuance costs	166	-	290	-	456
Investment in consolidated subsidiaries ^(b)	82,863	33,465	(2,652)	(113,676)	-
Other assets, including current and deferred income taxes	6,261	2,700	122,326	(2,134)	129,153
Total assets	\$ 152,933	\$ 36,165	\$ 579,248	\$ (224,089)	\$ 544,257
Liabilities:					
Insurance liabilities	\$ -	\$ -	\$ 286,242	\$ (299)	\$ 285,943
Other long-term debt	38,358	1,638	138,725	(101,332)	77,389
Other liabilities, including intercompany balances ^{(a)/(c)}	15,437	3,381	75,219	(9,322)	84,715
Loans from subsidiaries ^(b)	13,107	291	(13,398)	-	-
Total liabilities	66,902	5,310	486,788	(110,953)	448,047
Redeemable noncontrolling interests (see Note 1):					
Nonvoting, callable, junior preferred interests held by Department of the Treasury	-	-	-	9,303	9,303
Other	-	-	29	76	105
Total redeemable noncontrolling interests	-	-	29	9,379	9,408
Total AIG shareholders' equity	86,031	30,855	91,132	(121,987)	86,031
Other noncontrolling interests	-	-	1,299	(528)	771
Total equity	86,031	30,855	92,431	(122,515)	86,802
Total liabilities and equity	\$ 152,933	\$ 36,165	\$ 579,248	\$ (224,089)	\$ 544,257

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December 31, 2010

Assets:					
Short-term investments	\$ 5,602	\$ -	\$ 39,907	\$ (1,771)	\$ 43,738
Other investments ^(a)	5,852	-	486,494	(125,672)	366,674
Total investments	11,454	-	526,401	(127,443)	410,412
Cash	49	-	1,509	-	1,558
Loans to subsidiaries ^(b)	61,630	-	(61,630)	-	-
Debt issuance costs, including prepaid commitment asset of \$3,628	3,838	-	241	-	4,079
Investment in consolidated subsidiaries ^(b)	93,511	33,354	(6,788)	(120,077)	-
Other assets, including current and deferred income taxes	7,852	2,717	150,157	(785)	159,941
Assets held for sale	-	-	107,453	-	107,453
Total assets	\$ 178,334	\$ 36,071	\$ 717,343	\$ (248,305)	\$ 683,443
Liabilities:					
Insurance liabilities	\$ -	\$ -	\$ 274,590	\$ (237)	\$ 274,353
Federal Reserve Bank of New York credit facility	20,985	-	-	-	20,985
Other long-term debt	40,443	1,637	167,532	(124,136)	85,476
Other liabilities, including intercompany balances ^{(a)(c)}	31,586	4,414	59,354	(3,710)	91,644
Loans from subsidiaries ^(b)	1	379	(380)	-	-
Liabilities held for sale	-	-	97,300	12	97,312
Total liabilities	93,015	6,430	598,396	(128,071)	569,770
Redeemable noncontrolling nonvoting, callable, junior preferred interests	-	-	207	227	434
Total AIG shareholders' equity	85,319	29,641	117,641	(147,282)	85,319
Noncontrolling interests:					
Nonvoting, callable, junior and senior preferred interests held by Federal Reserve Bank of New York	-	-	-	26,358	26,358
Other	-	-	1,099	463	1,562
Total noncontrolling interests	-	-	1,099	26,821	27,920
Total equity	85,319	29,641	118,740	(120,461)	113,239
Total liabilities and equity	\$ 178,334	\$ 36,071	\$ 717,343	\$ (248,305)	\$ 683,443

(a) Includes intercompany derivative asset positions, which are reported at fair value before credit valuation adjustment.

(b) Eliminated in consolidation.

(c) For September 30, 2011 and December 31, 2010, includes intercompany tax payable of \$9.9 billion and \$28.1 billion, respectively, and intercompany derivative liabilities of \$586 million and \$150 million, respectively, for American International Group, Inc. (As Guarantor) and intercompany tax receivable of \$108 million and \$152 million, respectively, for SAFG, Inc.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Condensed Consolidating Statement of Income (Loss)**

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)		SAFG, Inc.	Other Subsidiaries	Reclassifications and Eliminations	Consolidated AIG
Three Months Ended September 30, 2011						
Revenues:						
Equity in undistributed net income (loss) of consolidated subsidiaries ^(a)	\$ (3,436)	\$ (392)	\$ -	\$ 3,828	\$ -	-
Dividend income from consolidated subsidiaries ^(a)	775	-	-	(775)	-	-
Change in fair value of ML III	(484)	-	(447)	-	-	(931)
Other revenue ^(b)	406	831	12,410	-	-	13,647
Total revenues	(2,739)	439	11,963	3,053	12,716	-
Expenses:						
Other interest expense	712	64	169	-	-	945
Other expense	230	-	15,899	-	-	16,129
Total expenses	942	64	16,068	-	17,074	-
Income (loss) from continuing operations before income tax expense (benefit)	(3,681)	375	(4,105)	3,053	-	(4,358)
Income tax expense (benefit) ^(c)	223	(21)	(836)	-	-	(634)
Income (loss) from continuing operations	(3,904)	396	(3,269)	3,053	(3,724)	(221)
Loss from discontinued operations	(205)	-	(16)	-	(221)	-
Net income (loss)	(4,109)	396	(3,285)	3,053	(3,945)	-
Less:						
Net income from continuing operations attributable to noncontrolling interests:						
Nonvoting, callable, junior and senior preferred interests	-	-	-	145	-	145
Other	-	-	19	-	-	19
Total income from continuing operations attributable to noncontrolling interests	-	-	19	145	164	-
Income (loss) from discontinued operations attributable to noncontrolling interests	-	-	-	-	-	-
Total net income attributable to noncontrolling interests	-	-	19	145	164	-
Net income (loss) attributable to AIG	\$ (4,109)	\$ 396	\$ (3,304)	\$ 2,908	\$ (4,109)	-
Three Months Ended September 30, 2010						
Revenues:						
Equity in undistributed net income (loss) of consolidated subsidiaries ^(a)	\$ (1,688)	\$ 641	\$ -	\$ 1,047	\$ -	-

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Dividend income from consolidated subsidiaries ^(a)	523	-	-	(523)	-
Change in fair value of ML III	-	-	301	-	301
Other revenue ^(b)	211	48	18,895	-	19,154
Total revenues	(954)	689	19,196	524	19,455
Expenses:					
Interest expense on FRBNY Credit Facility	1,319	-	-	(20)	1,299
Other interest expense	513	96	401	1	1,011
Other expenses	417	-	16,422	-	16,839
Total expenses	2,249	96	16,823	(19)	19,149
Income (loss) from continuing operations before income tax expense (benefit)	(3,203)	593	2,373	543	306
Income tax expense (benefit) ^(c)	(703)	(15)	1,204	-	486
Income (loss) from continuing operations	(2,500)	608	1,169	543	(180)
Loss from discontinued operations	(17)	-	(1,796)	(20)	(1,833)
Net income (loss)	(2,517)	608	(627)	523	(2,013)
Less:					
Net income from continuing operations attributable to noncontrolling interests:					
Nonvoting, callable, junior and senior preferred interests	-	-	-	388	388
Other	-	-	104	-	104
Total income from continuing operations attributable to noncontrolling interests	-	-	104	388	492
Income from discontinued operations attributable to noncontrolling interests	-	-	12	-	12
Total net income attributable to noncontrolling interests	-	-	116	388	504
Net income (loss) attributable to AIG	\$ (2,517)	\$ 608	\$ (743)	\$ 135	\$ (2,517)

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Condensed Consolidating Statement of Income (Loss)** (Continued)

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	SAFG, Inc.	Other Subsidiaries	Reclassifications and Eliminations	Consolidated AIG
Nine Months Ended September 30, 2011					
Revenues:					
Equity in undistributed net income (loss) of consolidated subsidiaries ^(a)	\$ (2,652)	\$ 78	\$ -	\$ 2,574	\$ -
Dividend income from consolidated subsidiaries ^(a)	5,199	-	-	(5,199)	-
Change in fair value of ML III	(831)	-	(23)	-	(854)
Other revenue ^(b)	639	1,297	45,746	-	47,682
Total revenues	2,355	1,375	45,723	(2,625)	46,828
Expenses:					
Interest expense on FRBNY Credit Facility	72	-	-	(2)	70
Other interest expense	2,194	223	487	-	2,904
Loss on extinguishment of debt	3,331	-	61	-	3,392
Other expense	502	-	43,892	-	44,394
Total expenses	6,099	223	44,440	(2)	50,760
Income (loss) from continuing operations before income tax benefit					
	(3,744)	1,152	1,283	(2,623)	(3,932)
Income tax benefit ^(c)	(810)	(30)	(282)	-	(1,122)
Income (loss) from continuing operations	(2,934)	1,182	1,565	(2,623)	(2,810)
Income (loss) from discontinued operations	934	-	463	(2)	1,395
Net income (loss)	(2,000)	1,182	2,028	(2,625)	(1,415)
Less:					
Net income from continuing operations attributable to noncontrolling interests:					
Nonvoting, callable, junior and senior preferred interests	-	-	-	538	538
Other	-	-	28	-	28
Total income from continuing operations attributable to noncontrolling interests	-	-	28	538	566
Income from discontinued operations attributable to noncontrolling interests	-	-	19	-	19
Total net income attributable to noncontrolling interests	-	-	47	538	585
Net income (loss) attributable to AIG	\$ (2,000)	\$ 1,182	\$ 1,981	\$ (3,163)	\$ (2,000)
Nine Months Ended September 30, 2010					
Revenues:					

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Equity in undistributed net income (loss) of consolidated subsidiaries ^(a)	\$ (2,616)	\$ 1,120	\$ -	\$ 1,496	\$ -
Dividend income from consolidated subsidiaries ^(a)	1,206	-	-	(1,206)	-
Change in fair value of ML III	-	-	1,410	-	1,410
Other revenue ^(b)	2,130	148	52,636	-	54,914
Total revenues	720	1,268	54,046	290	56,324
Expenses:					
Interest expense on FRBNY Credit Facility	2,907	-	-	(61)	2,846
Other interest expense	1,735	282	929	3	2,949
Other expenses	1,280	-	45,801	-	47,081
Total expenses	5,922	282	46,730	(58)	52,876
Income (loss) from continuing operations before income tax expense (benefit)	(5,202)	986	7,316	348	3,448
Income tax expense (benefit) ^(c)	(1,829)	(42)	2,915	-	1,044
Income (loss) from continuing operations	(3,373)	1,028	4,401	348	2,404
Loss from discontinued operations	(17)	-	(4,023)	(61)	(4,101)
Net income (loss)	(3,390)	1,028	378	287	(1,697)
Less:					
Net income from continuing operations attributable to noncontrolling interests:					
Nonvoting, callable, junior and senior preferred interests	-	-	-	1,415	1,415
Other	-	-	243	-	243
Total income from continuing operations attributable to noncontrolling interests	-	-	243	1,415	1,658
Income from discontinued operations attributable to noncontrolling interests	-	-	35	-	35
Total net income attributable to noncontrolling interests	-	-	278	1,415	1,693
Net income (loss) attributable to AIG	\$ (3,390)	\$ 1,028	\$ 100	\$ (1,128)	\$ (3,390)

(a) *Eliminated in consolidation.*

(b) *Includes interest income of \$90 million and \$840 million for the three-month periods ended September 30, 2011 and 2010, respectively, and \$484 million and \$2.5 billion for the nine-month periods ended September 30, 2011 and 2010, respectively, for American International Group, Inc. (As Guarantor).*

(c) *Income taxes recorded by American International Group, Inc. (As Guarantor) include deferred tax expense attributable to foreign businesses sold and a valuation allowance to reduce the consolidated deferred tax asset to the amount more likely than not to be realized. See Note 14 herein for additional information.*

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Condensed Consolidating Statement of Cash Flows**

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	SAFG, Inc.	Other Subsidiaries and Eliminations	Consolidated AIG
Nine Months Ended September 30, 2011				
Net cash (used in) provided by operating activities continuing operations	\$ (4,473)	\$ 1,033	\$ (1,013)	\$ (4,453)
Net cash (used in) provided by operating activities discontinued operations	-	-	3,370	3,370
Net cash (used in) provided by operating activities	(4,473)	1,033	2,357	(1,083)
Cash flows from investing activities:				
Sales of investments	2,425	-	63,818	66,243
Sales of divested businesses, net	1,075	-	(488)	587
Purchase of investments	(8)	-	(77,636)	(77,644)
Loans to subsidiaries net	4,031	-	(4,031)	-
Contributions to subsidiaries net*	(16,878)	-	16,878	-
Net change in restricted cash	2,001	-	24,407	26,408
Net change in short-term investments	(9,892)	-	25,302	15,410
Other, net*	1,165	-	(619)	546
Net cash (used in) provided by investing activities continuing operations	(16,081)	-	47,631	31,550
Net cash (used in) provided by investing activities discontinued operations	-	-	4,478	4,478
Net cash (used in) provided by investing activities	(16,081)	-	52,109	36,028
Cash flows from financing activities:				
Federal Reserve Bank of New York credit facility repayments	(14,622)	-	-	(14,622)
Issuance of other long-term debt	2,135	-	4,162	6,297
Repayments on other long-term debt	(4,450)	-	(10,494)	(14,944)
Drawdown on the Department of the Treasury Commitment*	20,292	-	-	20,292
Issuance of Common Stock	5,055	-	-	5,055
Intercompany loans net	12,408	(1,033)	(11,375)	-
Other, net*	(148)	-	(35,432)	(35,580)
Net cash (used in) provided by financing activities continuing operations	20,670	(1,033)	(53,139)	(33,502)
Net cash (used in) provided by financing activities discontinued operations	-	-	(1,942)	(1,942)
Net cash (used in) provided by financing activities	20,670	(1,033)	(55,081)	(35,444)
Effect of exchange rate changes on cash	-	-	37	37

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Change in cash	116	-	(578)	(462)
Cash at beginning of period	49	-	1,509	1,558
Change in cash of businesses held for sale	-	-	446	446
Cash at end of period	\$ 165	\$ -	\$ 1,377	\$ 1,542

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Condensed Consolidating Statement of Cash Flows** (Continued)

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	SAFG, Inc.	Other Subsidiaries and Eliminations	Consolidated AIG
Nine Months Ended September 30, 2010				
Net cash (used in) provided by operating activities continuing operations	\$ (345)	\$ (178)	\$ 9,492	\$ 8,969
Net cash (used in) provided by operating activities discontinued operations	-	-	6,146	6,146
Net cash (used in) provided by operating activities	(345)	(178)	15,638	15,115
Cash flows from investing activities:				
Sales of investments	1,523	-	59,491	61,014
Sales of divested businesses, net	278	-	1,625	1,903
Purchase of investments	(52)	-	(71,563)	(71,615)
Loans to subsidiaries net	2,381	-	(2,381)	-
Contributions to subsidiaries net	(2,590)	-	2,590	-
Net change in restricted cash	(237)	-	(102)	(339)
Net change in short-term investments	(465)	-	5,453	4,988
Other, net	(70)	-	(144)	(214)
Net cash (used in) provided by investing activities continuing operations	768	-	(5,031)	(4,263)
Net cash (used in) provided by investing activities discontinued operations	-	-	(3,264)	(3,264)
Net cash (used in) provided by investing activities	768	-	(8,295)	(7,527)
Cash flows from financing activities:				
Federal Reserve Bank of New York credit facility borrowings	14,900	-	-	14,900
Federal Reserve Bank of New York credit facility repayments	(14,444)	-	(4,068)	(18,512)
Issuance of other long-term debt	-	-	9,683	9,683
Repayments on other long-term debt	(2,389)	(500)	(7,592)	(10,481)
Proceeds from drawdown on the Department of the Treasury Commitment	2,199	-	-	2,199
Repayment of Department of the Treasury SPV Preferred Interests				
Repayment of Federal Reserve Bank of New York SPV Preferred Interests				
Issuance of Common Stock				
Acquisition of noncontrolling interest				
Intercompany loans net	(670)	676	(6)	-
Other, net	(3)	-	(2,629)	(2,632)
	(407)	176	(4,612)	(4,843)

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Net cash (used in) provided by financing activities – continuing operations				
Net cash (used in) provided by financing activities discontinued operations	-	-	(3,929)	(3,929)
Net cash (used in) provided by financing activities	(407)	176	(8,541)	(8,772)
Effect of exchange rate changes on cash	-	-	(4)	(4)
Change in cash	16	(2)	(1,202)	(1,188)
Cash at beginning of period	57	2	4,341	4,400
Change in cash of businesses held for sale	-	-	(1,544)	(1,544)
Cash at end of period	\$ 73	\$ -	\$ 1,595	\$ 1,668

*

Includes activities related to the Recapitalization. See Note 12 herein.

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**Supplementary disclosure of cash flow information:**

	American International Group, Inc. (As Guarantor)	SAFG, Inc.	Other Subsidiaries and Eliminations	Consolidated AIG
Cash (paid) received during the nine months ended September 30, 2011 for:				
Interest:				
Third party*	\$ (6,337)	\$ (96)	\$ (1,519)	\$ (7,952)
Intercompany	(258)	(127)	385	-
Taxes:				
Income tax authorities	\$ 13	\$ -	\$ (656)	\$ (643)
Intercompany	(793)	-	793	-

Cash (paid) received during the nine months ended September 30, 2010 for:

Interest:				
Third party	\$ (1,856)	\$ (146)	\$ (1,976)	\$ (3,978)
Intercompany	(1)	(170)	171	-
Taxes:				
Income tax authorities	\$ (30)	\$ -	\$ (1,104)	\$ (1,134)
Intercompany	736	-	(736)	-

*

*Includes payment of FRBNY Credit Facility accrued compounded interest of \$4.7 billion in the first quarter of 2011.***American International Group, Inc. (As Guarantor) supplementary disclosure of non-cash activities:****Nine Months Ended September 30,
(in millions)**

	2011	2010
Intercompany non-cash financing and investing activities:		
Temporary paydown of FRBNY Credit Facility by subsidiary	\$ -	\$ 4,068
Return of capital and dividend received in the form of bond trading securities	3,668	-
Capital contributions to subsidiaries through forgiveness of loans	-	2,200
Intercompany loan receivable offset by intercompany payable	18,284	-
Intercompany loan settled through note assignment	-	214
Note received offset by intercompany payable	-	25
Loan receivable offset by intercompany payable	-	460
Other capital contributions net	412	68

16. Subsequent Events

October 2011 Syndicated Credit and Contingent Liquidity Facilities

On October 12, 2011, the previously outstanding AIG 364-Day Syndicated Facility, AIG 3-Year Syndicated Facility and Chartis letter of credit facility were terminated upon AIG entering into a \$1.5 billion 364-Day Syndicated Facility and a \$3.0 billion 4-Year Syndicated Facility. The new 4-Year Syndicated Facility provides for \$1.5 billion of revolving loans and includes a \$1.5 billion letter of credit sublimit. The \$1.3 billion of previously issued letters of credit under the Chartis letter of credit facility were rolled into the letter of credit sublimit within the 4-Year Syndicated Facility, so that a total of \$1.7 billion remains available under this facility, of which \$0.2 billion is available for letters of credit. AIG expects that it may draw down on these facilities from time to time, and may use the proceeds for general corporate purposes.

In October 2011, AIG entered into an additional contingent liquidity facility. Under this facility, AIG has the right, for a period of one year, to enter into put option agreements, with an aggregate notional amount of up to

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American International Group, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (*unaudited*)

\$500 million, with an unaffiliated international financial institution pursuant to which AIG has the right, for a period of five years, to issue up to \$500 million in senior debt to the financial institution, at AIG's discretion.

October 2011 Exchange Offer

On October 24, 2011, AIG commenced an unregistered offer to exchange its new Dollar Notes due November 15, 2037 (the New Dollar Notes) for its outstanding Series A-1 and Series A-6 Junior Subordinated Debentures, its new Euro Notes due November 15, 2017 (the New Euro Notes) for its outstanding Series A-3 Junior Subordinated Debentures and its new Sterling Notes due November 15, 2017 (the New Sterling Notes) for its outstanding Series A-2 and Series A-8 Junior Subordinated Debentures. The interest rates of the New Dollar Notes, New Euro Notes and New Sterling Notes have not been established, but will not exceed 7.35 percent, 7.35 percent and 7.25 percent per annum, respectively. The maximum aggregate principal amount of those junior subordinated debentures to be accepted in the exchange offer (converted, in the case of junior subordinated debentures denominated in Euro or Pounds Sterling, into Dollars at exchange rates of €1=\$1.4319 and £1=\$1.6510) is \$2.5 billion, which maximum AIG reserves the right to increase, subject to applicable law. The offer has an early participation date of November 8, 2011 and an expiration date of November 22, 2011, unless extended by AIG. The early settlement date is expected to be November 15, 2011, and the final settlement date is expected to be November 23, 2011. The exchange offer is subject to certain conditions and AIG has reserved the right, subject to applicable law, to amend the terms of the exchange offer (including by increasing the maximum amount to be accepted) or to terminate the exchange offer. No assurance can be given that the exchange offer will be completed or, if completed, what the final terms of the exchange offer would be. The new notes to be issued in the exchange offer will be senior unsecured obligations of AIG.

ALICO Escrow Release

On November 1, 2011, in accordance with the MetLife escrow agreement from the sale of ALICO, approximately \$918 million was released to AIG. These proceeds were applied to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests. See Note 11 herein.

SAFG Litigation Settlement Proceeds

In two separate agreements, SAFG Retirement Services, Inc., formerly known as AIG Retirement Services, Inc. (SAFG) has agreed to resolve all its remaining claims in the matter titled AIG Retirement Services, Inc. v. Altus Finance S.A. et al, pending in the Central District Court of California. In this lawsuit SAFG sought damages in connection with an acquisition in 1993 of 33 percent of the stock of New California Life Holdings, Inc. (NCLH), which owns the stock of Aurora National Life Insurance Company. SAFG alleged that the defendants wrongfully prevented it from acquiring all the stock of NCLH. Pursuant to the agreements, SAFG will record \$213 million of income upon receipt of the settlement in the fourth quarter of 2011.

Common Stock Repurchase Authorization

On November 3, 2011, the AIG Board of Directors authorized the repurchase of shares of AIG Common Stock with an aggregate purchase price of up to \$1 billion from time to time in the open market, through derivative or automatic purchase contracts or otherwise. The timing of such purchases will depend on market conditions, AIG's financial condition, results of operations, liquidity and other factors.

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American International Group, Inc.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q and other publicly available documents may include, and officers and representatives of American International Group, Inc. (AIG) may from time to time make, projections, goals, assumptions and statements that may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These projections, goals, assumptions and statements are not historical facts but instead represent only AIG's belief regarding future events, many of which, by their nature, are inherently uncertain and outside AIG's control. These projections, goals, assumptions and statements include statements preceded by, followed by or including words such as "believe", "anticipate", "expect", "intend", "plan", "view", "target" or "estimate". These projections, goals, assumptions and statements may address, among other things:

the timing of the disposition of the ownership position of the United States Department of the Treasury (Department of the Treasury) in AIG;

the timing and method of repayment of the preferred interests (the SPV Preferred Interests) in AIA Aurora LLC held by the Department of the Treasury;

AIG's exposures to subprime mortgages, monoline insurers, the residential and commercial real estate markets, state and municipal bond issuers and sovereign bond issuers;

AIG's strategy for risk management;

AIG's ability to retain and motivate its employees;

AIG's generation of deployable capital;

AIG's return on equity and earnings per share long-term aspirational goals;

AIG's strategy to grow net investment income, efficiently manage capital and reduce expenses;

AIG's strategy for customer retention, growth, product development, market position, financial results and reserves; and

The revenues and combined ratios of AIG's subsidiaries.

It is possible that AIG's actual results and financial condition will differ, possibly materially, from the results and financial condition indicated in these projections, goals, assumptions and aspirational statements. Factors that could cause AIG's actual results to differ, possibly materially, from those in the specific projections, goals, assumptions and statements include:

actions by credit rating agencies;

changes in market conditions;

the occurrence of catastrophic events;

significant legal proceedings;

concentrations in AIG's investment portfolios, including its municipal bond portfolio;

judgments concerning casualty insurance underwriting and reserves;

judgments concerning the recognition of deferred tax assets;

judgments concerning the recoverability of aircraft values in International Lease Finance Corporation's (ILFC) fleet; and

such other factors as are discussed throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) in this Quarterly Report on Form 10-Q, in Part II, Item 1A. Risk Factors in the Quarterly Report on Form 10-Q of AIG for the quarterly period ended March 31, 2011

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(AIG's 2011 First Quarter Form 10-Q), and in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Part I, Item 1A. Risk Factors of the Annual Report on Form 10-K of AIG for the year ended December 31, 2010 (AIG's 2010 Annual Report on Form 10-K).

AIG is not under any obligation and expressly disclaims any obligation to update or alter any projections, goals, assumptions or other statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise. Unless the context otherwise requires, the term "AIG" means AIG and its consolidated subsidiaries.

Use of Non-GAAP Measures

Throughout this MD&A, AIG presents its operations in the way it believes will be most meaningful and representative of ongoing operations as well as most transparent. Certain of the measurements used by AIG management are "non-GAAP financial measures" under Securities and Exchange Commission (SEC) rules and regulations.

AIG analyzes the operating performance of Chartis using underwriting profit (loss). Operating income (loss), which is before net realized capital gains (losses) and related deferred policy acquisition costs (DAC) and sales inducement asset (SIA) amortization and goodwill impairment charges, is utilized to report results for SunAmerica Financial Group (SunAmerica) operations. Management believes that these measures enhance the understanding of the underlying profitability of the ongoing operations of these businesses and allow for more meaningful comparisons with AIG's insurance competitors. Reconciliations of these measures to the most directly comparable measurement derived from accounting principles generally accepted in the United States (GAAP), pre-tax income, are included in Results of Operations.

Executive Overview

This executive overview of management's discussion and analysis highlights selected information and may not contain all of the information that is important to readers of AIG's financial statements. This Quarterly Report on Form 10-Q should be read in its entirety, together with AIG's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, AIG's 2011 First Quarter Form 10-Q and AIG's 2010 Annual Report on Form 10-K, for a complete description of events, trends and uncertainties as well as the capital, liquidity, credit, operational and market risks and the critical accounting estimates affecting AIG and its subsidiaries.

In order to align financial reporting with changes made during 2011 to the manner in which AIG's chief operating decision makers review the businesses to make decisions about resources to be allocated and to assess performance, changes were made to AIG's segment information. See Note 3 to the Consolidated Financial Statements for additional information. AIG now reports the results of its operations as follows:

Chartis AIG's property and casualty operations are conducted through multiple-line companies writing substantially all commercial and consumer lines both domestically and abroad. Chartis offers its products through a diverse, multi-channel distribution network that includes agents, wholesalers, global and local brokers, and direct-to-consumer platforms. Beginning in the third quarter of 2010, reporting includes the results of Fuji Fire & Marine Insurance Company Limited (Fuji), which writes primarily consumer lines in Japan.

SunAmerica Financial Group (SunAmerica) SunAmerica offers a comprehensive suite of products and services to individuals and groups, including term life insurance, universal life insurance, accident and health (A&H) insurance, fixed and variable deferred annuities, fixed payout annuities, mutual funds and financial planning. SunAmerica offers its products and services through a diverse, multi-channel distribution network that includes banks, national, regional and independent broker-dealers, affiliated financial advisors, independent marketing organizations, independent and career insurance agents, structured settlement brokers, benefit consultants and direct-to-consumer platforms.

Aircraft Leasing AIG's commercial aircraft leasing business is conducted through ILFC.

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Other Operations AIG's Other operations include results from:

Mortgage Guaranty operations;

Global Capital Markets operations;

Direct Investment book results;

Retained Interests, which represents the fair value gains or losses on the MetLife, Inc. (MetLife) securities that were received as consideration from the sale of American Life Insurance Company (ALICO) prior to their sale on March 8, 2011, the AIA Group Limited (AIA) ordinary shares retained following the AIA initial public offering, and the retained interest in Maiden Lane III LLC (ML III);

Corporate & Other operations (after allocations to AIG's business segments); and

those divested businesses that did not qualify for discontinued operations accounting.

Prior periods have been revised to conform to the current period presentation for the segment changes.

Financial Overview

AIG's loss from continuing operations before income taxes was \$4.4 billion for the three months ended September 30, 2011 compared to income of \$0.3 billion for the same period in 2010 primarily driven by the following:

lower underwriting income for Chartis reflecting significant catastrophe losses of \$574 million in the current year period, including losses from Hurricane Irene of \$372 million, compared to losses of \$72 million in the same period in 2010;

lower operating income for SunAmerica reflecting a decline in net investment income resulting from fair value losses on Maiden Lane II LLC (ML II, and together with ML III, the Maiden Lane Interests), lower partnership income and losses on an equity method investment, as well as higher DAC amortization and policyholder benefit expenses due to weaker equity market conditions;

increased losses for Aircraft Leasing due to impairment charges, fair value adjustments and lease-related charges on aircraft of \$1.5 billion in 2011 compared to \$465 million in 2010;

a decline in the fair value of AIA ordinary shares of \$2.3 billion that offset the majority of the \$2.6 billion gain recorded for the first six months of 2011;

income in 2010 from divested businesses prior to their sale totaling \$637 million, primarily representing AIA; and

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a \$931 million reduction in the fair value of ML III due to significant spread widening, reduced interest rates and changes in the timing of future estimated cash flows compared to an increase in the fair value of \$301 million in the same period in 2010.

Partially offsetting these declines was lower interest expense of \$1.4 billion primarily resulting from the January 2011 repayment of the Credit Agreement, dated as of September 22, 2008 (as amended, the Federal Reserve Bank of New York (FRBNY) Credit Facility) and net realized capital gains in the 2011 period compared to net realized capital losses in 2010.

In the first nine months of 2011, income from continuing operations before income taxes decreased \$7.4 billion compared to the same period in 2010 and reflected the following:

a \$3.3 billion loss on extinguishment of debt recorded in the first quarter of 2011, primarily consisting of the accelerated amortization of the prepaid commitment fee asset resulting from the termination of the FRBNY Credit Facility on January 14, 2011;

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significant catastrophe losses for Chartis totaling \$2.8 billion, including losses from Hurricane Irene mentioned above, the U.S. tornadoes in the second quarter of 2011 and the Tohoku catastrophe in the first quarter of 2011, compared to catastrophe losses of \$873 million in the first nine months of 2010;

\$2.7 billion in unfavorable fair value adjustments on the Maiden Lane Interests;

an increase in impairment charges, fair value adjustments and lease-related charges on aircraft of \$711 million; and

income in 2010 from divested businesses prior to their sale totaling \$2.0 billion, primarily representing AIA.

Partially offsetting these declines were lower interest expense of \$2.8 billion and a reduction in realized capital losses in 2011 compared to 2010.

In the first nine months of 2011, AIG recorded income from discontinued operations net of taxes, of \$1.4 billion, which included a pre-tax gain of \$2.0 billion recorded in the first quarter of 2011 on the sale of AIG Star Life Insurance Co., Ltd. (AIG Star) and AIG Edison Life Insurance Company (AIG Edison) compared to a net loss of \$4.1 billion in the same period in 2010, which included a goodwill impairment charge of \$3.3 billion associated with the sale of ALICO.

See Results of Operations Consolidated Results and Segment Results for further discussion.

Restructuring Activity Overview

AIG substantially completed its recapitalization plan (the Recapitalization) and its asset disposition plan with the following significant milestones in 2011:

On January 14, 2011 (the Closing), AIG completed the Recapitalization, which included:

repaying the \$20.7 billion outstanding balance and terminating the FRBNY Credit Facility;

applying proceeds from the AIA initial public offering and the ALICO sale to partially pay down the SPV Preferred Interests in special purpose vehicles that held AIA and ALICO (the AIA SPV and the ALICO SPV, respectively, and collectively, the SPVs). As part of the Recapitalization, AIG used approximately \$6.1 billion of the cash proceeds from the sale of ALICO to pay down a portion of the liquidation preference of the SPV Preferred Interests. The SPV Preferred Interests were further reduced during 2011 by approximately \$11.5 billion using proceeds from the sale of AIG Star, AIG Edison, Nan Shan Life Insurance Company, Ltd. (Nan Shan) and the MetLife securities received in the sale of ALICO, in each case, discussed below; and

exchanging preferred stock held by the Department of the Treasury and the AIG Credit Facility Trust (the Trust) for AIG common stock, par value \$2.50 per share (AIG Common Stock).

On January 31, 2011, ILFC entered into an unsecured \$2.0 billion three-year revolving credit facility. On March 30, 2011, ILFC entered into a secured \$1.3 billion term loan with the right to add an additional \$200 million of lender commitments. On April 21, 2011, ILFC increased this loan for a total commitment of \$1.5 billion. On May 24, 2011, ILFC issued \$1.0 billion aggregate principal amount of 5.75 percent senior Notes Due in 2016 and \$1.25 billion aggregate principal

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amount of 6.25 percent senior Notes Due in 2019. On June 17, 2011, ILFC completed tender offers for the purchase of approximately \$1.67 billion aggregate principal amount of notes with maturity dates in 2012 and 2013 for total cash consideration, including accrued interest, of approximately \$1.75 billion. ILFC recorded losses of \$61 million on the extinguishment of debt during 2011.

On February 1, 2011, AIG completed the sale of its Japan-based life insurance subsidiaries, AIG Star and AIG Edison, to Prudential Financial, Inc., for \$4.8 billion, consisting of \$4.2 billion in cash and \$0.6 billion in the assumption of third-party debt.

On March 8, 2011, AIG completed the disposition of the MetLife securities received in the sale of ALICO to MetLife and used \$6.6 billion of the proceeds to pay down all of the liquidation preference of the

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Department of the Treasury's ALICO SPV Preferred Interests and pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

On August 18, 2011, AIG completed the sale of its 97.57 percent interest in Nan Shan to a Taiwan-based consortium for \$2.15 billion in cash. The net proceeds of the transaction were used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

On September 2, 2011, ILFC Holdings, Inc. (ILFC Holdings), an indirect wholly owned subsidiary of AIG, filed a registration statement on Form S-1 with the SEC for a proposed initial public offering. The number of shares to be offered, price range and timing for any offering have not been determined. The timing of any offering will depend on market conditions and no assurance can be given regarding terms or that an offering will be completed. All proceeds from any offering will go to the selling shareholder and are required to be used to pay down a portion of the liquidation preference of the Department of the Treasury's AIA SPV Preferred Interests.

See Notes 1, 4 and 12 to the Consolidated Financial Statements for additional information.

Other Developments

On May 27, 2011, AIG and the Department of the Treasury, as the selling shareholder, completed a registered public offering of AIG Common Stock. AIG issued and sold 100 million shares of AIG Common Stock for aggregate net proceeds of approximately \$2.9 billion and the Department of the Treasury sold 200 million shares of AIG Common Stock. AIG did not receive any of the proceeds from the sale of the shares of AIG Common Stock by the Department of the Treasury. A portion of the net proceeds AIG received from this offering, \$550 million, is being used to fund a litigation settlement, and AIG intends to use the balance of the net proceeds for general corporate purposes.

On June 17, 2011, Chartis completed a transaction with National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc., under which the majority of Chartis' domestic asbestos liabilities were transferred to NICO. At the closing of this transaction, but effective as of January 1, 2011, Chartis ceded the bulk of its net asbestos liabilities to NICO under a retroactive reinsurance agreement with an aggregate limit of \$3.5 billion. Chartis paid NICO approximately \$1.67 billion as consideration for this cession and NICO assumed approximately \$1.82 billion of net asbestos liabilities. As a result of this transaction, Chartis recorded a deferred gain of \$150 million in the second quarter of 2011, which is being amortized into the Chartis results of operations over the settlement period of the underlying claims.

On September 13, 2011, AIG received approximately \$2.0 billion in proceeds from the issuance of senior unsecured notes. AIG expects to use the proceeds from the sale of these notes to pay maturing notes that were issued by AIG to fund the Matched Investment Program (MIP).

On October 12, 2011, the previously outstanding AIG 364-Day Syndicated Facility, AIG 3-Year Syndicated Facility and Chartis letter of credit facility were terminated upon AIG entering into a \$1.5 billion 364-Day Syndicated Facility and a \$3.0 billion 4-Year Syndicated Facility. The new 4-Year Syndicated Facility provides for \$1.5 billion of revolving loans and includes a \$1.5 billion letter of credit sublimit. The \$1.3 billion of previously issued letters of credit under the Chartis letter of credit facility were rolled into the letter of credit sublimit within the 4-Year Syndicated Facility, so that a total of \$1.7 billion remains available under this facility, of which \$0.2 billion is available for letters of credit. AIG expects that it may draw down on these facilities from time to time and may use the proceeds for general corporate purposes.

See Capital Resources and Liquidity herein and Note 1 to the Consolidated Financial Statements for additional information on these transactions.

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Outlook

Priorities for 2011 and Beyond

AIG is focused on the following priorities for the remainder of 2011 and beyond:

continuing to strengthen and grow AIG's businesses;

developing and implementing plans to maximize the value of resources available for repayment of the AIA SPV Preferred Interests held by the Department of the Treasury;

implementing a strategic alternative for ILFC through an initial public offering or sale;

continuing to build, strengthen and streamline the financial and operating systems infrastructure throughout the organization, particularly in financial reporting, financial operations and human resources;

restructuring AIG's operations consistent with its smaller size and plans to increase its competitiveness;

managing its capital more efficiently;

investing its available cash in order to increase its net investment income; and

continuing to work towards achieving the long-term aspirational goals with respect to return on equity and earnings per share as discussed in AIG's 2011 First Quarter Form 10-Q.

Chartis

Given the recent global economic environment and current property and casualty market conditions, the remainder of 2011 and the first part of 2012 are expected to remain challenging, but improving trends in certain key indicators may offset some of the challenges. The weakness of ratable exposures (i.e., asset values, payrolls, and sales) experienced in 2009 and 2010 and its negative impact on the overall market premium base, as well as continued weakness in commercial insurance rates, were initially expected to continue through 2011. However, in the first nine months of 2011, Chartis has observed that the extent of ratable exposure weakness in the United States is beginning to abate. In addition, beginning in the second quarter of 2011 and continuing through the third quarter of 2011, Chartis has observed continuing positive pricing trends, particularly in its U.S. commercial business, for the first time since 2009. In certain growth economies such as Brazil, Turkey, India, and Asia Pacific countries, Chartis continues to expect improved growth.

Strategy

Chartis continues to execute its strategy to grow its higher margin and less capital intensive lines of business, and to implement corrective actions on underperforming businesses. Management continues to review its underlying businesses to ensure that they meet overall performance measures, while seeking to reduce overall volatility.

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In 2011, Chartis determined that it would no longer write Excess Workers' Compensation business as an unsupported, stand-alone product. However, given its commitments to certain insureds to allow them to move their business to other insurance providers in an orderly manner, Chartis will continue to report modest net premium written activity over the next 12 months. Excess Workers' Compensation is also subject to premium audits (upon the expiration of underlying policies), and as a result premium audit activity is expected to continue through subsequent years.

Additionally, during the third quarter of 2011, Chartis began to restructure renewals of certain Commercial Casualty loss sensitive programs from a retrospectively rated premium structure to a loss reimbursement deductible structure. The deductible structure reduces net premiums written and limits the variability around individual insured premium and claim adjustments when compared to retrospectively rated programs. This overall reduction in the premium and claims adjustment variability creates a corresponding reduction in the required capital needed to support this business. Management expects similar levels of declining net premium written trends in this class of business to continue through the second quarter of 2012.

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The effect of these initiatives decreased net written premiums in the third quarter of 2011 by approximately \$323 million. However, given the capital-intensive nature of these classes of business, Chartis expects that over time, these actions will improve its overall return on equity and cost of capital efficiency metrics.

As discussed above, in 2011 Commercial Insurance has continued to experience a decrease in its net premiums written as it executes strategies to restructure certain loss-sensitive programs. To meet its profitability objectives, Commercial Insurance is focused on growing higher margin classes of business, including Financial Lines and Specialty coverages, such as Aerospace, and it is growing its business in regions of opportunity. Commercial Insurance is leveraging its significant geographic footprint and multinational capabilities to serve large and mid-sized businesses with cross-border operations. Chartis is also expanding its presence in the Growth Economies region (which primarily includes Asia Pacific, the Middle East and Latin America) to increase Financial, Casualty and Specialty lines of business, and given its new global organizational design, more effectively leverage underwriting and product best practices to enhance customer and channel management. In the U.S./Canada and Europe regions, Commercial Insurance expects to improve the quality of its portfolio. In the Far East region, management expects to leverage the additional distribution and customer base acquired in connection with the purchase of Fuji.

Consumer Insurance expects continued growth in net premiums written in 2011 and 2012 as a result of its well-established franchises and operations, existing growth strategies in multiple distribution channels and its focus on countries in the Growth Economies region. By implementing selective pricing, underwriting and distribution strategies, net premiums written are expected to grow without increasing Chartis' overall catastrophe exposure. In the U.S. and Canada region, management has focused on expanding the Personal Lines business, such as coverages for the Private Client Group, which target high net worth and affluent customers. In the Far East region, management will continue to integrate Fuji operationally and benefit from the full-year effect of rate increases. In the Europe region, management has focused on maintaining pricing discipline and has observed modest growth. Consumer Insurance continues to grow steadily in the Growth Economies region across all lines of business as a result of growth in the gross domestic product of countries within this region and management's focused execution.

Consumer Insurance generally carries higher acquisition costs than Commercial Insurance, and as a result, Chartis expects an overall increase in its expense ratio in 2011 and 2012 due to the change in the mix of business between Commercial Insurance and Consumer Insurance. Further, investment in the Growth Economies region is also expected to increase expenses in 2012. However, increases in these expenses are expected to generate business with favorable combined ratios and return on equity measures.

Catastrophes

Thailand has suffered catastrophic flooding at the beginning of the fourth quarter of 2011 for which Chartis expects claims to be reported in the coming quarter. Chartis is currently analyzing its exposures and as of October 31, 2011 cannot yet quantify liabilities that may result from these events.

Asbestos Liabilities

As part of Chartis' ongoing strategy to reduce its overall loss reserve development risk, on June 17, 2011, but with retroactive effect to January 1, 2011, Chartis completed a transaction with NICO, a subsidiary of Berkshire Hathaway, Inc., under which the bulk of Chartis' domestic asbestos liabilities were transferred to NICO. The transaction with NICO covers potentially volatile U.S.-related asbestos exposures. The transaction does not cover asbestos accounts that Chartis believes have already been reserved to their limit of liability or certain other ancillary asbestos exposure assumed by Chartis subsidiaries. The transfer was effected under a reinsurance agreement with an aggregate limit of \$3.5 billion. Chartis paid NICO approximately \$1.67 billion as consideration for this cession and NICO assumed approximately \$1.82 billion of net asbestos liabilities. In connection with this transaction, Chartis recorded a deferred gain of \$150 million in the second quarter of 2011, which is being amortized into the Chartis results of operations over the settlement period of the underlying claims.

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Under GAAP, any future loss development on this retroactive reinsurance agreement will be reported in the period recognized through the results of operations. The corresponding recovery from NICO will be deferred, and consistent with the original deferred gain, amortized into the results of operations over the settlement period of the underlying claims.

Investments

Consistent with AIG's worldwide insurance investment policy, Chartis places primary emphasis on investments in fixed maturity securities issued by corporations, municipalities and other governmental agencies, and to a lesser extent, common stocks, real estate hedge funds and other alternative investments.

Domestically, fixed maturity securities held by the insurance companies included in Chartis historically have consisted primarily of tax-exempt municipal bonds, which provided attractive after-tax returns and limited credit risk. In order to better optimize its overall investment portfolio, including risk-return and tax objectives of Chartis, the domestic property and casualty companies have begun to shift investment allocations away from tax-exempt municipal bonds towards taxable instruments which meet the companies' liquidity, duration and credit quality objectives as well as current risk-return and tax objectives.

Chartis makes determinations of other-than-temporary impairments based on the fundamental credit analyses of individual securities. For the Chartis other invested asset classes, more specifically life settlements contracts, impairments are evaluated on a contract-by-contract basis. During the second quarter of 2011, Chartis implemented an enhanced process in which updated medical information on individual insured lives is requested on a routine basis. In cases where updated information indicates that an individual's health has improved, an impairment loss may arise as a result of revised estimates of net cash flows from the related contract. Chartis also revised its valuation table, which it is using in estimating future net cash flows. This had the general effect of decreasing the projected net cash flows on a number of contracts. These changes resulted in an increase in the number of life settlement contracts identified as potentially impaired compared to previous analyses. As the overall book of business continues to mature and new medical information continues to become available regarding insureds, updated life expectancy assumptions may result in an increase in impairments relating to these assets. At September 30, 2011, Chartis held 5,998 life settlement contracts, included in Other invested assets, with a carrying value of \$4.1 billion and a face value of \$19.1 billion.

Recently, a number of courts have addressed various life settlement related issues in their decisions. Chartis does not expect that the rulings in those cases will have a significant effect on its investment in life settlement contracts.

In October 2010, the Financial Accounting Standards Board (FASB) issued an accounting standard update that amends the accounting for costs incurred by insurance companies that can be capitalized in connection with acquiring or renewing insurance contracts. The accounting standard update will result in a decrease in the amount of capitalized costs in connection with the acquisition or renewal of insurance contracts because AIG will only defer costs that are incremental and directly related to the successful acquisition of new or renewal business. AIG is currently assessing the effect of adoption of this new standard on its consolidated financial condition, results of operations and cash flows. See Note 2 to the Consolidated Financial Statements.

SunAmerica

SunAmerica continues to pursue its goals of expanding the breadth and depth of its distribution relationships, introducing competitive new products and product riders, repositioning its excess cash and liquidity, maintaining a strong statutory surplus, pro-actively managing expenses and, subject to regulatory approval, increasing dividends paid to AIG Parent. SunAmerica made progress on all of these efforts during the first nine months of 2011, and expects this progress to continue for the remainder of the year.

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Annuities

SunAmerica experienced an increase in its variable annuity sales as various distribution partners have resumed sales of SunAmerica's products during 2010 and 2011. SunAmerica's largest pre-financial-crisis variable annuity distribution partner resumed distribution of SunAmerica's products in mid-2011. As a result of broader distribution opportunities, SunAmerica expects variable annuity sales to continue to improve over 2010 levels.

After a period of historic lows, interest rates generally increased at the longer part of the yield curve during the latter part of 2010 and through the first three months of 2011 before declining significantly in the third quarter of 2011. Changes in the interest rate environment affect the relative attractiveness of fixed annuities compared to alternative products. As a result, SunAmerica's fixed annuity sales declined sequentially from the second quarter of 2011. If the low interest rate environment continues, SunAmerica expects fixed annuities sales to decline from the levels experienced in the first six months of 2011.

Life Insurance

SunAmerica's life insurance business continues to deepen its relationships with its retail independent distributors and expects new life insurance sales to continue to grow at or above industry averages. Additionally, the direct-to-consumer channel has proven to be a highly effective method for consumers to acquire certain types of less complex products. The direct platform provides opportunities to bring innovative product solutions to the market that take advantage of underwriting technologies. Career distribution is focused on agent retention and improving productivity.

Investments

SunAmerica built up a large cash and short-term investment position in the first quarter of 2011 with the intention of purchasing all the assets in the ML II portfolio. With the FRBNY's decision in early 2011 to sell the MLII assets through a competitive sales process, SunAmerica began acquiring other fixed maturity investments, including certain securities from ML II. Beginning late in the first quarter of 2011, SunAmerica started investing its excess cash and liquid assets in longer-term higher-yielding securities to improve spreads, while actively managing credit and liquidity risks. SunAmerica made substantial progress commencing in the latter part of the first quarter of 2011 in reducing its cash and short-term investment position from \$19.4 billion at December 31, 2010 to \$3.8 billion at September 30, 2011.

During 2011, SunAmerica sold approximately \$9.6 billion of investments in order to support statutory capital and to generate capital gains to partially preserve the recoverability of the deferred tax assets relating to capital losses and reinvested the proceeds at generally lower rates. Additionally, during prolonged periods of low or declining interest rates, SunAmerica has to re-invest interest and principal payments from its investment portfolios in lower yielding securities. SunAmerica's annuity and universal life products have minimum guaranteed interest rates and other contractual provisions that allow crediting rates to be reset at pre-established intervals. As a result, continuation of the current low interest rate environment will put pressure on SunAmerica's interest spreads which may reduce future profitability. SunAmerica mitigates this risk through its asset-liability management process, product design elements, and crediting rate strategies. As indicated in the table below, approximately 41 percent of SunAmerica's annuity and universal life account values are currently at their minimum crediting rates as of September 30, 2011. Currently, these products have minimum guaranteed interest rates ranging from 1.0 percent to 5.5 percent with the higher rates representing older product designs.

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The following table presents account values and current crediting rates for SunAmerica's universal life product and fixed annuities:

September 30, 2011 (in millions)	Current Crediting Rates				Total
	At Contractual Minimum Guarantee	1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee		
Universal life insurance	\$ 4,004	\$ 2,850	\$ 3,475	\$ 10,329	
Fixed annuities	38,484	17,815	36,087	92,386	
Total	\$ 42,488	\$ 20,665	\$ 39,562	\$ 102,715	
Percentage of total	41%	20%	39%	100%	

In applying the equity method of accounting for SunAmerica's partnership investments, AIG consistently uses the most recently available financial information provided by the general partner or manager of each of these investments, which reports have historically been received one to three months prior to the end of AIG's reporting period. The equity markets in general incurred significant negative returns in the third quarter of 2011. Due to this lag in reporting, actual partnership results from the third quarter of 2011 for certain partnerships will be reported in AIG's fourth quarter 2011 operating results as financial data becomes available and are generally expected to reflect such negative returns.

AIG is currently assessing the effect of adoption of the new standard that amends the accounting for costs incurred by insurance companies that can be capitalized in connection with acquiring or renewing insurance contracts on its consolidated financial condition and results of operations. See Note 2 to the Consolidated Financial Statements.

Aircraft Leasing

ILFC continues to execute on its strategy to manage its fleet of aircraft by ordering new aircraft with high customer demand and through potential sales or part-outs of its older aircraft which cannot be economically leased to customers. As new and more fuel efficient aircraft enter the marketplace and negatively affect the demand for older aircraft, lease rates on older aircraft may deteriorate and ILFC may incur additional losses on sales or record impairment charges and fair value adjustments.

On September 2, 2011, ILFC Holdings filed a registration statement on Form S-1 with the SEC for a proposed initial public offering. The number of shares to be offered, price range and timing for any offering have not been determined. The timing of any offering will depend on market conditions and no assurance can be given regarding terms or that any offering will be completed.

On October 7, 2011, ILFC completed the acquisition of all the issued and outstanding shares of capital stock of AeroTurbine, Inc. (AeroTurbine) from AerCap, Inc. for an aggregate cash purchase price of \$228 million. AeroTurbine is one of the world's largest providers of certified aircraft engines, aircraft and engine parts and supply chain solutions. In connection with the acquisition, ILFC also agreed to guarantee AeroTurbine's \$425 million secured revolving credit facility, which had \$269 million outstanding as of November 1, 2011 and matures on December 14, 2011.

*Other Operations*Mortgage Guaranty

UGC has continued to improve its new book of business through differentiated pricing and improved underwriting practices. In older books of business, primarily the 2005 to 2008 books, newly reported delinquencies continued to decline while increased claims severity and overturns on previously denied claims unfavorably affected results. UGC continued to deny claims and rescind coverage on loans (collectively referred to as rescissions) related to fraudulent or undocumented claims, underwriting guideline violations and other deviations

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from contractual terms, mostly with respect to the 2006 and 2007 vintage books of business. These policy violations resulted in loan rescissions totaling \$584 million of claims on first-lien business during the first nine months of 2011 compared to \$515 million during the same period in 2010. Although rescissions will continue to have a positive effect on UGC's financial results, higher levels of appeals and overruns resulting from additional resources deployed by lenders and mortgage servicers to address loan documentation issues have unfavorably affected results. While these items may increase volatility in the future, AIG believes it has provided appropriate reserves for currently delinquent loans after consideration of rescissions and overruns, consistent with industry practice.

Foreclosure moratoriums as a result of state attorneys general investigations into lenders' foreclosure practices and new financial regulations initiated in 2010 have slowed the reporting of claims from foreclosures. UGC's assumptions regarding future foreclosures on current delinquencies take into consideration this trend. UGC expects that this trend may continue and may negatively affect UGC's future financial results. Final resolution of these issues is uncertain and UGC cannot reasonably estimate the ultimate financial impact that any resolution, individually or collectively may have on its future results of operations or financial condition.

In March 2011, federal regulators, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), issued a proposed risk retention rule that included a definition of a Qualified Residential Mortgage (QRM) whereby a maximum loan-to-value ratio (LTV) of 80 percent would be required for a home purchase transaction. The LTV is calculated without imputing any benefit from private mortgage insurance coverage that may be purchased for that loan. The final regulations could adversely impact UGC's volume of domestic first-lien new insurance written, depending on the final definition of a QRM, the maximum LTV allowed and the benefit, if any, ascribed to private mortgage insurance.

Global Capital Markets

The active wind-down of the AIGFP derivatives portfolio was completed by the end of the second quarter of 2011. The remaining AIGFP derivatives portfolio consists predominantly of transactions AIG believes are of low complexity, low risk, supportive of AIG's risk management objectives or not economically appropriate to unwind based on a cost versus benefit analysis, although the portfolio may experience periodic mark-to-market volatility.

Direct Investment Book

MIP assets and liabilities and certain non-derivative assets and liabilities of AIG Financial Products Corp. and AIG Trading Group Inc. and their respective subsidiaries (AIGFP) (collectively the Direct Investment book or DIB) are currently managed on a collective program basis to limit the need for additional liquidity from AIG Parent. Liquidity requirements for the DIB are satisfied by transferring cash between AIG Parent and AIGFP as needed. Program management is focused on reducing and managing liquidity requirements, including contingent liquidity requirements arising from collateral posting requirements, for both derivative and debt positions of the DIB. As part of this program management, AIG may from time to time access the capital markets, subject to market conditions.

Retained Interests

Retained Interests may continue to experience volatility due to fair value gains or losses on the AIA ordinary shares and the retained interest in ML III.

Corporate & Other

In 2011, AIG completed the Recapitalization, executed transactions in the debt and equity capital markets and substantially completed its asset disposition plan. It is expected that declines in interest expense and disposition activity costs will be at least partially offset in the short term by increases in other corporate expenses, primarily attributable to corporate initiatives and efforts to continue improving internal controls and financial and operating technology platforms.

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On October 11, 2011, the Financial Stability Oversight Council (FSOC) published a second notice of proposed rulemaking and related interpretive guidance under the Dodd-Frank Act regarding the designation of non-bank systemically important financial institutions (SIFIs). The new proposal sets forth a three-stage determination process for designating non-bank SIFIs. In Stage 1, FSOC would apply a set of uniform quantitative thresholds to identify the nonbank financial companies that will be subject to further evaluation. Based on its financial condition as of September 30, 2011, AIG would meet the criteria in Stage 1 and would be subject to further evaluation by FSOC in the SIFI determination process. Because Stages 2 and 3 as proposed would involve qualitative judgment by FSOC, AIG cannot predict whether it would be designated as a non-bank SIFI under the proposed rule.

The remainder of this MD&A is organized as follows:

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AIG has incorporated into this discussion a number of cross-references to additional information included throughout this Quarterly Report on Form 10-Q to assist readers seeking additional information related to a particular subject.

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Results of Operations

Consolidated Results

The following table presents AIG's condensed consolidated results of operations:

<i>(in millions)</i>	Three Months			Nine Months		
	Ended September 30, 2011	2010	Percentage Change	Ended September 30, 2011	2010	Percentage Change
Revenues:						
Premiums	\$ 9,829	\$ 11,966	(18)%	\$ 29,209	\$ 33,953	(14)%
Policy fees	658	673	(2)	2,024	1,978	2
Net investment income	128	5,231	(98)	10,161	15,472	(34)
Net realized capital gains (losses)	412	(661)	-	(173)	(1,482)	88
Aircraft leasing revenue	1,129	1,186	(5)	3,419	3,609	(5)
Other income	560	1,060	(47)	2,188	2,794	(22)
Total revenues	12,716	19,455	(35)	46,828	56,324	(17)
Benefits, claims and expenses:						
Policyholder benefits and claims incurred	8,333	10,050	(17)	25,378	27,386	(7)
Interest credited to policyholder account balances	1,134	1,125	1	3,349	3,361	-
Amortization of deferred acquisition costs	2,490	1,994	25	5,992	5,983	-
Other acquisition and insurance expenses	1,214	1,933	(37)	4,418	5,247	(16)
Interest expense	945	2,310	(59)	2,974	5,795	(49)
Aircraft leasing expenses	2,093	1,031	103	3,390	2,671	27
Loss on extinguishment of debt	-	-	-	3,392	-	-
Net (gain) loss on sale of properties and divested businesses	2	(4)	-	76	(126)	-
Other expenses	863	710	22	1,791	2,559	(30)
Total benefits, claims and expenses	17,074	19,149	(11)	50,760	52,876	(4)
Income (loss) from continuing operations before income tax expense (benefit)						
	(4,358)	306	-	(3,932)	3,448	-
Income tax expense (benefit)	(634)	486	-	(1,122)	1,044	-
Income (loss) from continuing operations	(3,724)	(180)	(1,969)	(2,810)	2,404	-
Income (loss) from discontinued operations, net of income tax expense (benefit)						
	(221)	(1,833)	88	1,395	(4,101)	-
Net loss	(3,945)	(2,013)	(96)	(1,415)	(1,697)	17
Less: Net income attributable to noncontrolling interests						
	164	504	(67)	585	1,693	(65)

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Net loss attributable to AIG	\$ (4,109)	\$ (2,517)	(63)%	\$ (2,000)	\$ (3,390)	41%
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Significant fluctuations in line items for the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 are discussed below.

Premiums

Premiums decreased in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 reflecting declines of \$2.5 billion and \$7.4 billion, respectively, as a result of the deconsolidation of AIA in the fourth quarter of 2010. The decline in premiums for the nine-month period ended September 30, 2011 compared to the same period in 2010 was partially offset by growth in Chartis premiums, primarily resulting from the consolidation of Fuji commencing in the third quarter of 2010 and foreign exchange rates.

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Policy Fees

Policy fees decreased slightly in the three-month period ended September 30, 2011 compared to the same period in 2010 primarily due to lower variable annuity fees on the separate account assets. This decrease is consistent with the decline in variable account assets as a result of declines in equity markets in the three month period ended September 30, 2011.

Policy fees increased slightly for the nine-month period ended September 30, 2011 compared to the same period in 2010 primarily due to higher variable annuity fees on the separate account assets consistent with the growth in variable accounts assets as a result of positive equity market conditions in late 2010 and early 2011.

Net Investment Income

The following table summarizes the components of Net investment income:

<i>(in millions)</i>	Three Months			Nine Months		
	Ended September 30, 2011	2010	Percentage Change	Ended September 30, 2011	2010	Percentage Change
Fixed maturity securities, including short-term investments	\$ 3,024	\$ 3,777	(20)%	\$ 8,754	\$ 10,975	(20)%
ML II	(43)	156	-	32	436	(93)
ML III	(931)	301	-	(854)	1,410	-
Change in fair value of AIA securities	(2,315)	-	-	268	-	-
Change in the fair value of MetLife securities prior to the sale	-	-	-	(157)	-	-
Other equity securities	75	93	(19)	156	252	(38)
Interest on mortgage and other loans	264	307	(14)	794	974	(18)
Partnerships	144	155	(7)	1,268	967	31
Mutual funds	(15)	(3)	(400)	46	(5)	-
Real estate	23	41	(44)	75	98	(23)
Other investments	32	90	(64)	153	380	(60)
Total investment income before policyholder income and trading gains	258	4,917	(95)	10,535	15,487	(32)
Policyholder investment income and trading gains	-	385	-	-	311	-
Total investment income	258	5,302	(95)	10,535	15,798	(33)
Investment expenses	130	71	83	374	326	15
Net investment income	\$ 128	\$ 5,231	(98)%	\$ 10,161	\$ 15,472	(34)%

For the three-month period ended September 30, 2011, Net investment income decreased substantially from the same period in 2010 due to the following:

fair value losses on the AIA ordinary shares;

a decline in fair values of the Maiden Lane Interests; and

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lower income from fixed maturity securities reflecting a lower level of invested assets, primarily due to the effect of the deconsolidation of AIA in the fourth quarter of 2010.

For the nine-month period ended September 30, 2011, Net investment income decreased due to the following:

a decline in fair values of the Maiden Lane Interests;

lower income from fixed maturity securities reflecting a lower level of invested assets, primarily due to the effect of the deconsolidation of AIA in the fourth quarter of 2010; and

fair value losses on the MetLife securities prior to their sale in March 2011.

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These were partially offset by fair value gains on the AIA ordinary shares and higher income from partnership investments, particularly in the first six months of 2011.

Net Realized Capital Gains (Losses)

<i>(in millions)</i>	Three Months Ended September 30, Percentage			Nine Months Ended September 30, Percentage		
	2011	2010	Change	2011	2010	Change
Sales of fixed maturity securities	\$ 601	\$ 833	(28)%	\$ 1,358	\$ 1,306	4%
Sales of equity securities	20	141	(86)	160	404	(60)
Other-than-temporary impairments:						
Severity	(25)	(5)	(400)	(46)	(54)	15
Change in intent	(4)	(340)	99	(8)	(361)	98
Foreign currency declines	(8)	(17)	53	(13)	(21)	38
Issuer-specific credit events	(456)	(461)	1	(846)	(1,833)	54
Adverse projected cash flows	(3)	(1)	(200)	(19)	(2)	(850)
Provision for loan losses	43	(88)	-	7	(289)	-
Change in the fair value of MetLife securities prior to the sale	-	-	-	(191)	-	-
Foreign exchange transactions	611	(1,243)	-	(426)	262	-
Derivative instruments	(337)	562	-	117	(835)	-
Other	(30)	(42)	29	(266)	(59)	(351)
Net realized capital gains (losses)	\$ 412	\$ (661)	-%	\$ (173)	\$ (1,482)	88%

AIG recorded Net realized capital gains in the three-month period ended September 30, 2011 compared to Net realized capital losses in the same period of 2010 due to the following:

gains on sales of fixed maturity securities as part of AIG's portfolio repositioning strategy;

foreign exchange transaction gains incurred compared to losses in the same period in 2010 primarily from the strengthening of the U.S. dollar against the Euro, British pound and Swiss franc; and

lower other-than-temporary-impairment charges from change in intent.

These gains were partially offset by losses from derivative instruments not designated for hedge accounting compared to gains in the year-ago period resulting from the strengthening of the U.S. dollar against the Euro and British pound, as well as a decrease in interest rates.

AIG recorded a decline in Net realized capital losses in the nine-month period ended September 30, 2011 compared to the same period in 2010 due to the following:

gains on sales of fixed maturity securities as part of AIG's portfolio repositioning strategy;

gains from derivative instruments not designated for hedge accounting compared to losses in the year-ago period which resulted from the weakening of the U.S. dollar against the Swiss franc; and

lower other-than-temporary impairment charges from issuer-specific credit events and changes in intent.

These gains were partially offset by foreign exchange transaction losses incurred compared to gains in the same period last year primarily from the weakening of the U.S. dollar against the Swiss franc.

Aircraft Leasing Revenue

Aircraft leasing revenue decreased slightly in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 due to a reduction in ILFC's average fleet size resulting from sales of aircraft and the impact of lower lease rates on used aircraft. For the three-month period ended September 30, 2011, ILFC had an average of 934 aircraft in its fleet, compared to 943 for the three-month period ended September 30, 2010. For the nine-month period ended September 30, 2011, ILFC had an average of 933 aircraft in its fleet, compared to 968 for the nine-month period ended September 30, 2010.

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Other Income

The decline in Other income for the three-month period ended September 30, 2011 compared to the same period in 2010 was driven by unrealized market valuation adjustments on the AIGFP super senior credit default swap portfolio and credit default swap contracts referencing single-name exposures written on corporate, index and asset-backed credits.

The decline in Other income for the nine-month period ended September 30, 2011 compared to the same period in 2010 was driven by credit valuation adjustments on Direct Investment book assets and liabilities as well as unrealized market valuation adjustments on the AIGFP super senior credit default swap portfolio and credit default swap contracts referencing single-name exposures written on corporate, index and asset-backed credits. This decline was partially offset by credit valuation adjustments on AIGFP's derivative assets and liabilities as well as lower levels of real estate investment impairment charges and gains on real estate asset divestments.

For the first nine months of 2011, Other income was also impacted by the effect of deconsolidation of certain portfolio investments and the sale of AIG's third party asset management business in the first quarter of 2010. Additionally, the first nine months of 2010 also reflected a bargain purchase gain of \$332 million recognized in the first quarter of 2010 related to the acquisition of Fuji. See Note 5 to the Consolidated Financial Statements.

See Segment Results Other Operations Other Operations Results Global Capital Markets Results and Critical Accounting Estimates Level 3 Assets and Liabilities and Note 6 to the Consolidated Financial Statements.

Policyholder Benefits and Claims Incurred

The declines in Policyholder benefits and claims incurred for the three and nine months ended September 30, 2011 reflected declines of \$2.6 billion and \$6.6 billion related to the deconsolidation of AIA. These declines were partially offset in the three and nine months ended September 30, 2011 by the effect of Chartis' consolidation of Fuji and increased catastrophe losses, including Hurricane Irene in the third quarter of 2011, the U.S. tornadoes in the second quarter of 2011, and the Tohoku Catastrophe in the first quarter of 2011.

Amortization of Deferred Acquisition Costs

The increase in Amortization of deferred acquisition costs in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 resulted primarily from increases in amortization for SunAmerica related to weaker equity market conditions. Amortization also increased as a result of the consolidation of Fuji commencing in the third quarter of 2010, which was partially offset by the deconsolidation of AIA in the fourth quarter of 2010.

Other Acquisition and Insurance Expenses

Other acquisition and insurance expenses decreased in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 as a result of the deconsolidation of AIA in the fourth quarter of 2010, partially offset by the consolidation of Fuji commencing in the third quarter of 2010.

Interest Expense

Interest expense decreased in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 primarily as a result of the repayment and termination of the FRBNY Credit Facility on January 14, 2011. See Note 1 to the Consolidated Financial Statements for further discussion.

Aircraft Leasing Expenses

During the three-month period ended September 30, 2011, ILFC recorded impairment charges, fair value adjustments and lease-related charges of \$1.5 billion compared to charges of \$465 million in the same period in 2010. During the nine-month period ended September 30, 2011, ILFC recorded impairment charges, fair value adjustments and lease-related charges of \$1.7 billion compared to charges of \$962 million in the same period in 2010. See Segment Results Aircraft Leasing Operations Aircraft Leasing Results for additional information.

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Loss on Extinguishment of Debt

The loss on extinguishment of debt for the nine-month period ended September 30, 2011 includes:

a \$61 million loss on the extinguishment of debt resulting from ILFC's completion of tender offers to purchase notes on June 17, 2011;

an \$18 million loss from the extinguishment of debt associated with AIG's Equity Units during the second quarter of 2011; and

a \$3.3 billion charge primarily consisting of the accelerated amortization of the prepaid commitment fee asset resulting from the termination of the FRBNY Credit Facility on January 14, 2011. See Note 1 to the Consolidated Financial Statements for further discussion.

Other Expenses

Other expenses include expenses associated with Global Capital Markets, Direct Investment book and other corporate expenses. Other expenses increased in the three-month period ended September 30, 2011 compared to the same period in 2010, due to severance expenses and asset write-offs relating to infrastructure consolidation initiatives and an increase in the provision for legal contingencies. Other expenses decreased in the nine-month period ended September 30, 2011 compared to the same period in 2010 due to lower securities-related litigation charges and lower operating costs due to the effect of deconsolidation in 2010 of certain portfolio investments and the 2010 sale of AIG's third party asset management business.

Income Taxes

Interim Tax Calculation Method

In the first quarter of 2011, AIG began using the estimated annual effective tax rate method in computing its interim tax provisions. The recent stabilization of operations and expected financial results allow AIG to estimate the annual effective tax rate to be applied to year-to-date income.

From the third quarter of 2008 through December 31, 2010, the discrete-period method was used to compute the interim tax provisions due to the significant variations in the customary relationship between income tax expense and pre-tax accounting income.

The estimated annual effective tax rates for the three- and nine-month periods ended September 30, 2011 exclude the tax effects of current year losses of the U.S. consolidated income tax group and, in Japan, Fuji. The related tax benefit with respect to these jurisdictions is currently projected to be offset by an increase in the valuation allowance prior to intraperiod tax allocation.

Certain items, including losses in jurisdictions where no corresponding tax benefit is available, and those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit applicable to that item is treated discretely, and is reported in the same period as the related item. For the three- and nine-month periods ended September 30, 2011, the tax effects related to the U.S. consolidated income tax group and Fuji, foreign realized capital gains and losses, and divestiture gains or losses were treated as discrete items.

Interim Tax Expense (Benefit)

For the three- and nine-month periods ended September 30, 2011, the effective tax rates on pretax loss from continuing operations were 14.5 and 28.5 percent, respectively. The tax benefit was primarily due to a decrease in the valuation allowance attributable to the anticipated inclusion of ALICO SPV within the U.S. consolidated income tax group, tax effects associated with tax exempt interest income, investments in

partnerships, and effective settlements of certain uncertain tax positions, partially offset by an increase in the valuation allowance attributable to continuing operations.

For the nine-month period ended September 30, 2011, AIG recorded an increase in the U.S. consolidated income tax group valuation allowance of \$1.2 billion. The entire \$1.2 billion increase in the valuation allowance

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was allocated to continuing operations. This allocation was based on the primacy of continuing operations, which requires a net increase in valuation allowance to be attributed to continuing operations to the extent of the related deferred tax benefit attributable to continuing operations. The amount allocated to continuing operations also included the decrease to the valuation allowance attributable to the anticipated inclusion of ALICO SPV within the U.S. consolidated income tax group.

For the three- and nine-month periods ended September 30, 2010, the effective tax rates on pre-tax income from continuing operations were 158.8 percent and 30.3 percent, respectively. The effective tax rate for the three-month period ended September 30, 2010 attributable to continuing operations was primarily related to the effect of foreign operations, nondeductible losses, realized gains resulting from transfers of subsidiaries, and uncertain tax positions, partially offset by a net reduction of the valuation allowance and by the tax benefit associated with tax exempt interest. The effective tax rate for the nine-month period ended September 30, 2010 attributable to continuing operations was primarily related to the effect of foreign operations, nondeductible losses and realized gains resulting from transfers of subsidiaries, partially offset by the bargain purchase gain associated with the acquisition of Fuji, the tax benefits associated with tax exempt interest income, and a reduction in the valuation allowance.

See Note 14 to the Consolidated Financial Statements for additional information.

Discontinued Operations

Income (loss) from Discontinued Operations consists of the following:

<i>(in millions)</i>	Three Months		Nine Months	
	Ended September 30,		Ended September 30,	
	2011	2010	2011	2010
Foreign life insurance businesses	\$ (21)	\$ (154)	\$ 1,133	\$ (2,165)
AGF	-	(393)	-	(144)
Net gain (loss) on sale	43	(1,970)	945	(2,371)
Consolidation adjustments	-	154	(1)	(209)
Interest allocation	-	(19)	(2)	(57)
Income (loss) from discontinued operations	22	(2,382)	2,075	(4,946)
Income tax expense (benefit)	243	(549)	680	(845)
Income (loss) from discontinued operations, net of tax	\$ (221)	\$ (1,833)	\$ 1,395	\$ (4,101)

Results from discontinued operations for the nine months ended September 30, 2011 include a pre-tax gain of \$2.0 billion on the sale of AIG Star and AIG Edison. Results from discontinued operations for the nine months ended September 30, 2010 include a goodwill impairment charge of \$3.3 billion related to goodwill that had been allocated to ALICO and a goodwill impairment charge of \$1.3 billion for the three and nine months ended September 30, 2010 related to the sale of AIG Star and AIG Edison.

See Note 4 to the Consolidated Financial Statements for further discussion.

Segment Results

AIG presents and discusses its financial information in a manner it believes is most meaningful to its financial statement users. AIG analyzes the operating performance of Chartis, using underwriting profit (loss). AIG analyzes the operating performance of SunAmerica using Operating income (loss), which is before net realized capital gains (losses) and related DAC and SIA amortization and goodwill impairment charges. Results from discontinued operations and net gains (losses) on sales of divested businesses are excluded from these measures. AIG believes that these measures allow for a better assessment and enhanced understanding of the operating performance of each business by highlighting the

results from ongoing operations and the underlying profitability of its businesses. When such measures are disclosed, reconciliations to GAAP pre-tax income are provided.

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The following table summarizes the operations of each reportable segment. See also Note 3 to the Consolidated Financial Statements.

(in millions)	Three Months Ended September 30, Percentage			Nine Months Ended September 30, Percentage		
	2011	2010	Change	2011	2010	Change
Total revenues:						
Chartis	\$ 10,182	\$ 9,397	8%	\$ 30,273	\$ 27,482	10%
SunAmerica	3,582	3,944	(9)	11,317	10,147	12
Aircraft Leasing	1,117	1,190	(6)	3,411	3,579	(5)
Total reportable segments						
	14,881	14,531	2	45,001	41,208	9
Other Operations	(2,433)	4,881	-	1,864	15,655	(88)
Consolidation and eliminations	268	43	523	(37)	(539)	93
Total	12,716	19,455	(35)	46,828	56,324	(17)
Pre-tax income (loss):						
Chartis	498	865	(42)	910	3,226	(72)
SunAmerica	309	998	(69)	2,024	1,413	43
Aircraft Leasing	(1,329)	(214)	(521)	(1,122)	(122)	(820)
Total reportable segments						
	(522)	1,649	-	1,812	4,517	(60)
Other Operations	(3,943)	(1,568)	(151)	(5,853)	(1,121)	(422)
Consolidation and eliminations	107	225	(52)	109	52	110
Total	\$ (4,358)	\$ 306	-%	\$ (3,932)	\$ 3,448	-%

Chartis Operations

Chartis, AIG's property and casualty insurance operation, offers a broad range of commercial and consumer insurance products and services worldwide. During the third quarter of 2011, Chartis completed the previously announced reorganization of its operations. Under the new structure, Chartis now presents its financial information in two operating segments—Commercial Insurance and Consumer Insurance, as well as a Chartis Other category. Prior to the third quarter of 2011, Chartis presented its financial information in two primary operating segments, Chartis U.S. and Chartis International.

Commercial Insurance Distributed primarily through insurance brokers to businesses. Major lines of business include property, casualty, financial and specialty (including aerospace, environmental, marine, export credit and political risk coverages, and various product offerings to small and medium enterprises (SME)).

Consumer Insurance Primarily sells its products to individual consumers or groups of consumers through individual agents, brokers, and on a direct-to-consumer basis. Offerings within Consumer Insurance include accident & health (A&H), personal property and casualty lines, and life insurance.

Complementing this structure, Chartis is organized into four principal regions: U.S. and Canada, Europe, Far East, and Growth Economies.

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Chartis Other consists primarily of certain run-off lines of business, including Excess Workers' Compensation and Asbestos, certain Chartis expenses relating to global initiatives, expense allocations from AIG Parent not attributable to the Commercial Insurance or Consumer Insurance operating segments, net investment income, realized capital gains and losses, bargain purchase gains relating to the purchase of Fuji and gains relating to the sale of properties.

During 2011, as part of its on-going initiatives to reduce exposure to capital intensive long-tail lines, Chartis determined to cease writing Excess Workers' Compensation business as a stand-alone product. Based on this decision, Chartis further determined that this legacy line of business would be included in Chartis Other and not included in the ongoing Commercial Insurance operating results.

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Chartis Results

The following table presents Chartis results:

<i>(in millions)</i>	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2011	2010		2011	2010	
Underwriting results:						
Net premiums written	\$ 8,659	\$ 8,598	1%	\$ 26,992	\$ 24,034	12%
(Increase) decrease in unearned premiums	384	(1)	-	(265)	(63)	(321)
Net premiums earned	9,043	8,597	5	26,727	23,971	11
Claims and claims adjustment expenses incurred	6,838	6,109	12	21,274	17,143	24
Underwriting expenses	2,787	2,423	15	8,030	7,113	13
Underwriting profit (loss)	(582)	65	-	(2,577)	(285)	(804)
Investing and other results:						
Net investment income	1,024	1,007	2	3,345	3,191	5
Net realized capital gains (losses)	57	(207)	-	143	(12)	-
Bargain purchase gain	-	-	-	-	332	-
Other income	58	-	-	58	-	-
Other expenses	(59)	-	-	(59)	-	-
Pre-tax income	\$ 498	\$ 865	(42)%	\$ 910	\$ 3,226	(72)%

Underwriting profit is derived by reducing net premiums earned by claims and claims adjustment expenses incurred and underwriting expenses. Net premiums written are initially deferred and earned based upon the terms of the underlying policies for short duration contracts. The unearned premium reserve constitutes deferred revenues which are generally recognized in earnings ratably over the policy period. Net premiums written for long duration contracts are recognized when due from the policyholder. Net premiums written reflect the premiums retained after purchasing reinsurance protection.

Chartis, along with most property and casualty insurance companies, uses the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. The loss ratio is the sum of claims and claims adjustment expenses divided by net premiums earned. The expense ratio is underwriting expenses, which consist of acquisition costs plus other insurance expenses, divided by net premiums earned. The combined ratio is a sum of the loss ratio and expense ratio. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of claims, claims adjustment expenses, and other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates an underwriting profit and over 100 indicates an underwriting loss.

The underwriting environment varies from country to country, as does the degree of litigation activity, all of which affects such ratios. Regulation, product type and competition have a direct effect on pricing and consequently on profitability as reflected in underwriting profit and the combined ratio.

Going forward, Chartis will continue to assess the performance of its operating segments based in part on underwriting income. However, Chartis is implementing a risk-adjusted profitability model which will serve as its primary business performance measure when it is fully deployed. Along with underwriting results, this model incorporates elements of capital allocations, costs of capital, and components of net investment income. When the model is fully deployed, components of net investment income will be included in each of the Chartis operating segments. As noted above, net investment income is included only in the Chartis Other category at this time. Chartis expects that its risk-adjusted profitability model will be fully deployed in the first quarter of 2012.

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For the nine-month period ended September 30, 2011, results reflect the effects of three quarters of Fuji operations while the corresponding 2010 period reflects the effects of Fuji for only one quarter. Chartis acquired

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control of Fuji on March 31, 2010. However, Fuji's financial information is reported on a one-quarter lag. As a result, Fuji's operating results were included in the Chartis results beginning on July 1, 2010.

Chartis Net Premiums Written

Net premiums written are the sales revenue of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period while net premiums earned are a measure of performance for a coverage period. From the period in which the premiums are written until the period in which they are earned, the amount is part of the unearned premium reserve.

The following table presents Chartis net premiums written by major line of business:

<i>(in millions)</i>	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2011	2010		2011	2010	
Commercial Insurance:						
Casualty	\$ 2,396	\$ 2,763	(13)%	\$ 7,657	\$ 7,638	-%
Property	1,035	831	25	3,434	2,783	23
Specialty	878	787	12	2,709	2,538	7
Financial lines	984	954	3	3,159	2,981	6
Total Commercial Insurance	5,293	5,335	(1)	16,959	15,940	6
Consumer Insurance:						
Accident & health	1,584	1,451	9	4,606	4,127	12
Personal lines	1,603	1,625	(1)	4,864	3,743	30
Life insurance	178	147	21	532	147	262
Total Consumer Insurance	3,365	3,223	4	10,002	8,017	25
Other	1	40	(98)	31	77	(60)
Total net premiums written	\$ 8,659	\$ 8,598	1%	\$ 26,992	\$ 24,034	12%

The following table presents the effect of the acquisition of Fuji on Chartis net premiums written:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Chartis Net Premiums Written:				

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Commercial Insurance, other than Fuji	\$ 5,249	\$ 5,292	\$ 16,719	\$ 15,897
Consumer Insurance, other than Fuji	2,492	2,399	7,403	7,193
Total net premiums written, other than Fuji	7,741	7,691	24,122	23,090
Fuji Commercial Insurance	44	43	240	43
Fuji Consumer Insurance	873	824	2,600	824
Total Fuji net premiums written	917	867	2,840	867
Total Commercial Insurance	5,293	5,335	16,959	15,940
Total Consumer Insurance	3,365	3,223	10,002	8,017
Total Other	1	40	31	77
Total net premiums written	\$ 8,659	\$ 8,598	\$ 26,992	\$ 24,034

Overall, Chartis' net premiums written for the three-month period ended September 30, 2011 increased due in large part to the effect of foreign currency exchange rates (see table below).

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Excluding the effects of foreign currency exchange rates, Commercial Insurance net premiums written were down. This decline is due in large part to certain management initiatives within Commercial Insurance designed to provide for a more effective use of capital, including:

restructuring the renewals of certain Commercial Casualty loss sensitive programs from a retrospectively rated premium structure to a loss reimbursement deductible structure; and

management's decision to cease writing Excess Workers' Compensation business as a stand-alone product.

The effect of these actions decreased premiums in the three- and nine-month periods ended September 30, 2011 by approximately \$323 million and \$422 million, respectively. However, given the capital intensive nature of these classes of casualty business, Chartis expects that over time, these actions will improve its overall return on equity and cost of capital efficiency metrics.

Partially offsetting these declines are increases in Property and Specialty net premiums written due primarily to increased property rates within the U.S. and Canada and Far East regions and higher new business and retention ratios.

Growing the higher margin Consumer Insurance business continues to be a key Chartis strategy. Excluding the effects of foreign exchange, for the three months ended September 30, 2011, Consumer Insurance net premiums written declined. Where Consumer line programs do not meet internal performance or operating targets, management takes appropriate remedial actions, which included in the first quarter of 2011, the decision to de-emphasize two specific programs, resulting in expected declines within Consumer Insurance for both the three and nine months ended September 30, 2011 in the U.S. and Canada region.

The nine-month period ended September 30, 2011 reflects net premiums written related to Fuji of \$2.8 billion compared to \$867 million in the same period of 2010. The nine-month period ended September 30, 2011 also reflects the effects of overall improvements in ratable exposures (i.e., asset values, payrolls and sales), general pricing improvement and retrospective premium adjustments on loss-sensitive contracts. Additionally, during 2010, Chartis entered into a three-year reinsurance agreement, secured through the issuance of catastrophe bonds, which provides protection from U.S. hurricanes and earthquakes and reduced 2010 net premiums written by approximately \$104 million.

AIG transacts business in most major foreign currencies. The following table summarizes the effect of changes in foreign currency exchange rates on Chartis net premiums written:

	Three Months Ended September 30, 2011 vs. 2010	Nine Months Ended September 30, 2011 vs. 2010
Increase (decrease) in original currency*	(3.5)%	9.1%
Foreign exchange effect	4.2	3.2
Increase as reported in U.S. dollars	0.7%	12.3%

*

Computed using a constant exchange rate for each period.

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Chartis Underwriting Ratios

The following table summarizes the Chartis combined ratios based on GAAP data and the impact of catastrophe losses, prior year development and related reinstatement premiums and premium adjustments on loss-sensitive contracts on the Chartis consolidated loss and combined ratios:

	Three Months Ended		Increase/ (Decrease)	Nine Months Ended		Increase/ (Decrease)
	September 30, 2011	2010		September 30, 2011	2010	
Loss ratio	75.6	71.1	4.5	79.6	71.5	8.1
Catastrophe losses and reinstatement premiums	(6.4)	(0.9)	(5.5)	(10.6)	(3.6)	(7.0)
Prior year development net of premium adjustments and including reserve discount	(0.8)	(2.1)	1.3	(0.5)	(0.3)	(0.2)
Loss ratio, as adjusted	68.4	68.1	0.3	68.5	67.6	0.9
Expense ratio	30.8	28.2	2.6	30.0	29.7	0.3
Combined ratio	106.4	99.3	7.1	109.6	101.2	8.4
Catastrophe losses and reinstatement premiums	(6.4)	(0.9)	(5.5)	(10.6)	(3.6)	(7.0)
Prior year development net of premium adjustments and including reserve discount	(0.8)	(2.1)	1.3	(0.5)	(0.3)	(0.2)
Combined ratio, adjusted	99.2	96.3	2.9	98.5	97.3	1.2

Quarterly & Year-to-Date Loss Ratios

The increase in the loss ratio in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 reflects the effect of increased catastrophe losses in those periods as shown in the table below.

For the three-month period ended September 30, 2011, Chartis recorded net adverse prior year development of \$62 million (net of additional premium adjustments of \$25 million relating to loss-sensitive insurance contracts and including a reserve discount charge of \$7 million). During the corresponding three-month period in 2010, Chartis recorded net adverse prior year loss development of \$168 million (net of additional premium adjustments of \$40 million relating to loss-sensitive contracts and including a reserve discount benefit of \$153 million).

For the three-month period ended September 30, 2011, the overall adjusted loss ratio increased primarily due to:

An increase in the 2011 accident year loss ratio for the Specialty Workers' Compensation and Excess Casualty business (within the U.S. and Canada region) and the Primary Casualty and Professional Indemnity businesses (within the Europe region) as a result of the current year loss ratios established in connection with the 2010 loss reserve study; and

The acquisition of Fuji, which for the three- and nine-month periods ended September 30, 2011 reported an adjusted loss ratio (excluding the effects of catastrophes, prior year development and reinstatement premiums) of 69.9 and 70.7, respectively.

These increases were partially offset by an improvement in the current accident year loss ratio within A&H class of business, largely reflecting the effects of underwriting improvement actions initiated within the Far East region.

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For the nine-month period ended September 30, 2011, Chartis recorded net adverse prior year development of \$85 million (net of additional premium adjustments of \$153 million relating to loss-sensitive insurance contracts and including a reserve discount charge of \$49 million) compared to \$77 million (including returned premium adjustments of \$18 million relating to loss-sensitive contracts and net of a reserve discount benefit of \$153 million) in the corresponding 2010 period.

In addition to the items noted above, for the nine-month period ended September 30, 2011, the overall adjusted loss ratio increased primarily due to an increase on losses in short tail lines.

The following table presents Chartis catastrophe losses by major event:

<i>(in millions)</i>	2011				2010			
	Commercial Insurance	Consumer Insurance	Other	Total	Commercial Insurance	Consumer Insurance	Other	Total
Three Months Ended September 30,								
Event:								
Hurricane Irene	\$ 305	\$ 67	\$ -	\$ 372	\$ -	\$ -	\$ -	\$ -
All other events*	178	55	-	233	67	5	-	72
Claims and claim expenses	483	122	-	605	67	5	-	72
Reinstatement premiums	(31)	-	-	(31)	-	-	-	-
Total catastrophe-related charges	\$ 452	\$ 122	\$ -	\$ 574	\$ 67	\$ 5	\$ -	\$ 72
Nine Months Ended September 30,								
Event:								
Tohoku Catastrophe	\$ 726	\$ 546	\$ -	\$ 1,272	\$ -	\$ -	\$ -	\$ -
New Zealand Christchurch earthquake (February 2011)	300	6	-	306	-	-	-	-
Chile earthquake	-	-	-	-	291	3	-	294
Midwest & Southeast U.S. tornadoes	368	14	-	382	-	-	-	-
Hurricane Irene	305	67	-	372	-	-	-	-
All other events*	439	47	-	486	506	63	-	569
Claims and claim expenses	2,138	680	-	2,818	797	66	-	863
Reinstatement premiums	22	-	-	22	10	-	-	10
Total catastrophe-related charges	\$ 2,160	\$ 680	\$ -	\$ 2,840	\$ 807	\$ 66	\$ -	\$ 873

*

Events shown in the above table are catastrophic events the net impact of which on Chartis is in excess of \$200 million each. All other events includes two events in the three-month period and 12 events in the nine-month period ended September 30, 2011, that are considered catastrophic but the net

impact of which remains below the \$200 million itemization threshold.

Quarterly & Year-to-Date Expense Ratios

The expense ratio increased for the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010, primarily due to the effects of foreign exchange, an increase in amortization of deferred acquisition costs for Fuji, changes in the mix of business and investment in strategic initiatives.

Chartis recorded amortization of deferred acquisition costs for Fuji of \$112 million for the three-month period ended September 30, 2011 compared to \$25 million for the same period in 2010. The increase was due to the amortization of costs that were deferred beginning after the acquisition of Fuji in 2010.

Management continues to execute on its strategy to grow its higher margin and less capital intensive lines of business. For the nine-month period ended September 30, 2011, Consumer Insurance represented 37 percent of the Chartis net premiums written compared to 33 percent in the comparable prior year period. Consumer Insurance generally has higher acquisition costs than Commercial Insurance, and as a result, the overall expense ratio increased due to the business mix change.

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Chartis also increased investments in a number of strategic initiatives during 2011, including the implementation of improved regional governance and risk management capabilities, the implementation of global accounting and claims systems, preparation for Solvency II and certain other legal entity restructuring initiatives.

Commercial Insurance

Commercial Insurance distributes its products through a network of agencies, independent retail and wholesale brokers, and branches. These products are categorized into four major lines of business:

Casualty: Includes general liability, commercial automobile liability, workers' compensation, excess casualty and crisis management coverages. Also includes insurance and risk management programs for large corporate customers and other customized structured insurance products.

Property: Includes industrial and commercial property insurance products, which cover exposures to man-made and natural disasters.

Specialty: Includes environmental, political risk, export credit, SME, surety, marine, and aerospace coverages.

Financial: Includes various forms of professional liability insurance, including director and officer (D&O), fidelity, employment practices, fiduciary liability, kidnap and ransom, and errors and omissions coverages that protect individual insureds and corporate entities.

Commercial Insurance Results

The following table presents Commercial Insurance results:

<i>(in millions)</i>	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2011	2010		2011	2010	
Underwriting results:						
Net premiums written	\$ 5,293	\$ 5,335	(1)%	\$ 16,959	\$ 15,940	6%
(Increase) decrease in unearned premiums	415	92	351	(140)	234	-
Net premiums earned	5,708	5,427	5	16,819	16,174	4
Claims and claims adjustment expenses incurred	4,668	4,030	16	14,416	12,287	17
Underwriting expenses	1,514	1,332	14	4,272	4,060	5
Pre-tax income (loss)	\$ (474)	\$ 65	-%	\$ (1,869)	\$ (173)	(980)%

Commercial Insurance Net Premiums Written

Commercial Insurance net premiums written decreased in the three-month period ended September 30, 2011 compared to the same period in 2010, primarily due to:

The effects of foreign currency exchange rates. Excluding the effects of foreign currency exchange rates, Commercial Insurance net premiums written was down; and

Restructuring the renewals of certain Commercial Casualty loss sensitive programs from a retrospectively rated premium structure to a loss reimbursement deductible structure. Premium and claims adjustments under a retrospectively rated premium structure can fluctuate significantly, should losses within the stipulated loss occurrence limit vary from the initial estimates made at the program's inception. Given the policy form of the deductible structure, changes in loss emergence that varies from initial estimates are adjusted through deductible recoveries. The deductible structure, relative to retrospectively rated programs, results in reductions to net premiums written and corresponding claim reserves at renewal. However, the overall reduction in net premium written and claim reserves has a corresponding decrease in the capital required to support this business. For the three-month period ended September 30, 2011, the decline in net

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premiums written relating to this initiative was approximately \$297 million. However, given the capital intensive nature of this class of business, Chartis expects that over time, this action will improve its overall return on equity and cost of capital efficiency metrics.

Offsetting these reductions were increases in the Property, Specialty and Financial lines of business. The increase in Property relates primarily to rate increases within the U.S. and Canada and Far East regions, which serves to increase premiums with no corresponding increase in loss exposure. Increases in Specialty and Financial lines reflect the effects of increases within the Growth Economies region and higher new business submission and premium retention levels. Chartis experienced an overall improving rate environment in the third quarter of 2011.

For the nine months ended September 30, 2011, the overall increase in Commercial Insurance net premiums written is due to:

An increase of \$171 million compared to the corresponding 2010 period within the Commercial Casualty loss-sensitive business. Loss-sensitive business relates to policies whose premiums vary with the level of underlying losses. Accordingly, for the nine-month period ended September 30, 2011, additional premiums of \$153 million were recorded because a comparable amount of additional prior year losses were recognized. Conversely, the corresponding 2010 period reflects the effects of return premiums of \$18 million because loss experience emerged more favorably;

Improvements in ratable exposures (i.e., asset values, payrolls and sales), general rate improvement, more specifically in Specialty Workers' Compensation (within the U.S. and Canada region);

Continued growth and market penetration across all countries in the Growth Economies region;

Increases in Property lines as a result of continued positive pricing trends in the U.S. and Canada and Far East regions. Additionally, the corresponding 2010 period reflects the effects of a three-year reinsurance agreement, secured through catastrophe bonds, which provided protection from U.S. hurricanes and earthquakes and reduced 2010 net premiums written by approximately \$104 million; and

One large errors and omissions policy issued within the U.S. and Canada region.

Offsetting these increases was a \$396 million decrease in net premiums written relating to the change of certain policy forms at renewal from retrospectively rated premium structures to a loss reimbursement deductible structures.

Commercial Insurance business is transacted in most major foreign currencies. The following table summarizes the effect of changes in foreign currency exchange rates on the growth of Commercial Insurance net premiums written:

	Three Months Ended September 30, 2011 vs. 2010	Nine Months Ended September 30, 2011 vs. 2010
Increase (decrease) in original currency*	(3.2)%	5.0%
Foreign exchange effect	2.4	1.4
Increase (decrease) as reported in U.S. dollars	(0.8)%	6.4%

*

Computed using a constant exchange rate for each period.

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Commercial Insurance Underwriting Ratios

The following table presents the Commercial Insurance combined ratios based on GAAP data and the impact of catastrophe losses, prior year development and related reinstatement premiums and premium adjustments on loss-sensitive contracts on the Commercial Insurance consolidated loss and combined ratios:

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2011	2010		2011	2010	
Loss ratio	81.8	74.3	7.5	85.7	76.0	9.7
Catastrophe losses and reinstatement premiums	(8.1)	(1.2)	(6.9)	(12.8)	(5.0)	(7.8)
Prior year development net of premium adjustments and including reserve discount	(0.3)	(1.0)	0.7	0.2	0.5	(0.3)
Loss ratio, as adjusted	73.4	72.1	1.3	73.1	71.5	1.6
Expense ratio	26.5	24.5	2.0	25.4	25.1	0.3
Combined ratio	108.3	98.8	9.5	111.1	101.1	10.0
Catastrophe losses and reinstatement premiums	(8.1)	(1.2)	(6.9)	(12.8)	(5.0)	(7.8)
Prior year development net of premium adjustments and including reserve discount	(0.3)	(1.0)	0.7	0.2	0.5	(0.3)
Combined ratio, as adjusted	99.9	96.6	3.3	98.5	96.6	1.9

Quarterly & Year-to-Date Loss Ratios

The increase in the loss ratio in the three- and nine-month periods ended September 30, 2011 compared to the same periods in 2010 reflects the effect of increased catastrophe losses in those periods as shown in the table above.

For the three-month period ended September 30, 2011, Commercial Insurance recorded net adverse prior year development of \$15 million (net of additional premium adjustments of \$25 million relating to loss-sensitive insurance contracts). During the corresponding period in 2010, Commercial Insurance recorded net adverse prior year loss development of \$44 million (net of additional premium adjustments of \$40 million relating to loss-sensitive contracts and including a reserve discount benefit of \$100 million).

For the nine-month period ended September 30, 2011, Commercial Insurance recorded net favorable prior year development of \$54 million (net of additional premium adjustments of \$153 million relating to loss-sensitive insurance contracts). During the corresponding period in 2010, Commercial Insurance recorded net favorable prior year loss development of \$81 million (net of returned premium adjustments of \$18 million relating to loss-sensitive contracts and including a reserve discount benefit of \$100 million).

For the three- and nine-month periods ended September 30, 2011, the overall adjusted loss ratio increased primarily due to an increase in the 2011 accident year loss ratio for the Specialty Workers' Compensation and Excess Casualty business (within the U.S. and Canada region) and the Primary Casualty and Professional Indemnity lines (within the Europe region) as a result of the current year loss ratios established in connection with the 2010 loss reserve study. In addition, for the nine months ended September 30, 2011, the overall adjusted loss ratio increased due to an increase in losses on short tail lines, most notably within Property lines.

For a more detailed discussion of Net Prior Year Loss Development, see the Liability for Unpaid Claims and Claims Adjustment Expense section that follows.